

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD JUNE 1, 2023, THROUGH JUNE 30, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 08/22/2023
JOSHUA A. SUSSBERG Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Summary of Amounts Requested for the Period
June 1, 2023, through June 30, 2023 (the “**Compensation Period**”)

Fee Total	\$1,083,770.00
Disbursement Total	\$49,236.45
Total Fees Plus Disbursements	\$1,133,006.45

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$13,498,052.24
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$2,443,520.50
Total Received by Applicant:	\$9,212,371.34

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Cade C. Boland	Associate	Litigation - General	2021	15.60	\$985.00	\$15,366.00
Joe Caputo	Associate	Corporate - General	2021	5.40	\$885.00	\$4,779.00
Trevor Eck	Associate	Restructuring	Pending	38.20	\$735.00	\$28,077.00
David Hackel	Associate	Restructuring	Pending	9.60	\$735.00	\$7,056.00
Rob Jacobson	Associate	Restructuring	2019	96.90	\$1,155.00	\$111,919.50
Mike James Koch	Associate	Restructuring	2020	48.50	\$735.00	\$35,647.50
Sarah R. Margolis	Associate	Restructuring	2021	32.80	\$995.00	\$32,636.00
Brian Nakhaimousa	Associate	Restructuring	2021	24.60	\$995.00	\$24,477.00
Nick Nielson	Associate	Litigation - General	2020	5.20	\$985.00	\$5,122.00
Connor O'Flaherty	Associate	Corporate - M&A/Private Equity	2019	2.70	\$995.00	\$2,686.50
Isabella J. Parette	Associate	Restructuring	Pending	37.80	\$735.00	\$27,783.00
Francis Petrie	Associate	Restructuring	2017	148.60	\$1,295.00	\$192,437.00
Margaret Reiney	Associate	Restructuring	2018	20.90	\$1,155.00	\$24,139.50
Jimmy Ryan	Associate	Restructuring	2022	57.50	\$885.00	\$50,887.50
Alexandra Schrader	Associate	Litigation - General	2021	11.20	\$985.00	\$11,032.00
Katie J. Welch	Associate	Litigation - General	2018	6.00	\$1,135.00	\$6,810.00
Bob Allen, P.C.	Partner	Litigation - General	2012	26.20	\$1,605.00	\$42,051.00
Susan D. Golden	Partner	Restructuring	1988	4.80	\$1,475.00	\$7,080.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	13.60	\$1,620.00	\$22,032.00
Casey McGushin	Partner	Litigation - General	2014	12.80	\$1,415.00	\$18,112.00
Christine A. Okike, P.C.	Partner	Restructuring	2009	86.70	\$1,850.00	\$160,395.00
Matt Pacey, P.C.	Partner	Corporate - Capital Markets	2002	3.50	\$2,045.00	\$7,157.50
Anne G. Peetz	Partner	Corporate - Capital Markets	2014	5.90	\$1,425.00	\$8,407.50
William T. Pruitt	Partner	Litigation - General	2004	2.30	\$1,550.00	\$3,565.00
Michael B. Slade	Partner	Litigation - General	1999	80.70	\$1,855.00	\$149,698.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	40.20	\$2,045.00	\$82,209.00
Julia R. Foster	Paralegal	Restructuring	N/A	4.40	\$480.00	\$2,112.00
Megan Buenviaje	Litigation & Practice Tech Project Manager	Litigation - General	N/A	0.20	\$475.00	\$95.00
TOTALS				842.80		\$1,083,770.00

**SECTION II
SUMMARY OF SERVICES**

Matter Number	Services Rendered	Hours	Fee
3	Adversary Proceeding & Contested Matters	268.00	\$373,040.50
4	Automatic Stay Matters	7.90	\$7,426.50
6	Case Administration	27.90	\$35,898.50
7	Cash Management	1.10	\$1,646.50
8	Customer and Vendor Communications	18.50	\$23,362.50
9	Claims Administration and Objections	14.30	\$17,152.50
11	Use, Sale, and Disposition of Property	6.40	\$5,875.50
13	Employee Matters	2.40	\$3,944.50
15	SOFAs and Schedules	6.80	\$7,006.00
17	Insurance and Surety Matters	2.10	\$3,621.00
18	Disclosure Statement, Plan, Confirmation	270.50	\$317,121.00
19	International Issues	1.20	\$2,220.00
20	K&E Retention and Fee Matters	43.80	\$44,537.50
21	Non-K&E Retention and Fee Matters	14.50	\$12,797.50
23	Non-Working Travel	10.10	\$14,395.50
24	U.S. Trustee Communications & Reporting	4.30	\$4,950.50
25	Regulatory	36.90	\$60,856.00
26	Investigation Matters	61.00	\$93,589.00
28	Pro Se Party Communication	5.20	\$5,730.00
29	Wallet Withdrawal Relief	39.90	\$48,599.00
SERVICES TOTALS		842.80	\$1,083,770.00

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Third Party Telephone Charges	\$8.00
Standard Copies or Prints	\$685.90
Color Copies or Prints	\$1,467.00
Outside Messenger Services	\$36.96
Travel Expense	\$1,800.00
Airfare	\$55.93
Transportation to/from airport	\$298.58
Travel Meals	\$185.49
Filing Fees	\$574.74
Outside Computer Services	\$31,820.99
Catering Expenses	\$7,444.00
Computer Database Research	\$464.00
Westlaw Research	\$1,993.59
LexisNexis Research	\$1,054.24
Overtime Transportation	\$150.17
Overtime Meals - Attorney	\$369.45
Overnight Delivery - Hard	\$554.01
Computer Database Research - Soft	\$273.40
DISBURSEMENTS TOTAL	\$49,236.45

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See* **Exhibit A**.

If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant participated in and coordinated with the Debtors' other advisors with regard to the court-ordered mediation with the Official Committee of Unsecured Creditors, the Bermuda Provisional Liquidators, and certain of the Debtors' officers, including drafting and submitting a confidential mediation statement to the court-appointed mediator.
 - (b) The Applicant drafted and filed notices of amended disclosure statement and exclusivity hearing dates and objection deadlines [Docket Nos. 1053, 1089].
 - (c) The Applicant negotiated, drafted, and filed a stipulation with the United States Securities and Exchange Commission regarding the subordination of its claims [Docket No. 1099] and an application in lieu of a motion seeking entry of an agreed order approving the same [Docket No. 1140].
 - (d) The Applicant coordinated with the Debtors' other advisors with regard to the drafting and filing of supplemental declarations in support of retention and in furtherance of an agreement with the United States Trustee to unredact certain confidential potential counterparties to the sale of the Debtors' self-mining assets [Docket Nos. 1123 (Berkeley Research Group) and 1124 (Moelis)].
 - (e) The Applicant drafted, coordinated with the Debtors' other advisors, and filed a revised chapter 11 plan [Docket No. 1132].
 - (f) The Applicant researched, drafted, and filed a revised disclosure statement regarding the Debtors' revised proposed chapter 11 plan [Docket No. 1133].

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

- (g) The Applicant researched, drafted, and filed an application in lieu of a motion seeking entry of an order clarifying the order granting the Debtors' Wallet Withdrawal Motion [Docket No. 1143].
 - (h) The Applicant attended and participated in hearings related to the foregoing.
 - (i) The Applicant prepared and revised its report and recommendations in connection with the investigation of the Special Committee of the Debtors' Boards of Directors.
 - (j) The Applicant tended to other matters concerning administration of the chapter 11 cases.
 - (k) The Applicant rendered all other services set forth on the invoices attached hereto as **Exhibit B**.²
- (5) Anticipated distribution to creditors:
- (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: Unknown at this time. This is the seventh monthly fee statement.

² The invoice attached hereto as **Exhibit B** contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

Exhibit A

Retention Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
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msirota@coleschotz.com
wusatine@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
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richard.kanowitz@haynesboone.com
kenric.kattner@haynesboone.com

Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹



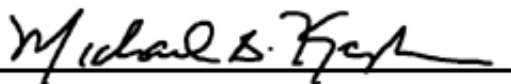
Order Filed on February 1, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
 - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
 - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
 - g. advising the Debtors in connection with any potential sale of assets;
 - h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
 - i. advising the Debtors regarding tax matters;
 - j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
 - k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.
4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

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Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

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13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

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Facsimile:
+1 212 446 4900

November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

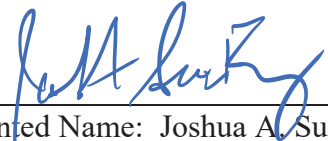
Very truly yours,

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS LLP

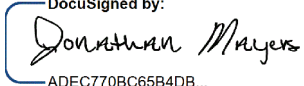
Mr. Mayers
November 12, 2022
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By: 
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:

By: 
Name: Jonathan Mayers
Title: General Counsel

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Mr. Mayers
December 12, 2022
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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.
BlockFi Cayman LLC
BlockFi Holding UK Limited
BlockFi International Ltd.
BlockFi Investment Products LLC
BlockFi Lending LLC
BlockFi Lending II LLC
BlockFi Services, Inc.
BlockFi Trading LLC
BlockFi UK Limited
BlockFi Ventures LLC
BlockFi Wallet LLC

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2022

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082771
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 373,040.50

Total legal services rendered

\$ 373,040.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joe Caputo	4.00	885.00	3,540.00
Trevor Eck	7.00	735.00	5,145.00
Susan D. Golden	0.50	1,475.00	737.50
Richard U. S. Howell, P.C.	10.70	1,620.00	17,334.00
Rob Jacobson	12.80	1,155.00	14,784.00
Mike James Koch	15.80	735.00	11,613.00
Sarah R. Margolis	3.40	995.00	3,383.00
Casey McGushin	0.70	1,415.00	990.50
Nick Nielson	5.20	985.00	5,122.00
Christine A. Okike, P.C.	25.20	1,850.00	46,620.00
Isabella J. Parette	15.50	735.00	11,392.50
Francis Petrie	64.00	1,295.00	82,880.00
William T. Pruitt	1.40	1,550.00	2,170.00
Margaret Reiney	10.10	1,155.00	11,665.50
Jimmy Ryan	9.90	885.00	8,761.50
Alexandra Schrader	10.30	985.00	10,145.50
Michael B. Slade	29.20	1,855.00	54,166.00
Josh Sussberg, P.C.	38.00	2,045.00	77,710.00
Katie J. Welch	4.30	1,135.00	4,880.50
TOTALS	268.00		\$ 373,040.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Richard U. S. Howell, P.C.	1.30	Review materials re preparation for mediation (.6); prepare and review correspondence re same (.7).
06/01/23	Christine A. Okike, P.C.	0.30	Telephone conference with S. Vogel, Company re mediation.
06/01/23	Francis Petrie	2.30	Correspond with M. Koch, K&E team, advisor group re mediation logistics (.5); review, revise mediator engagement letter and related documents (1.8).
06/01/23	William T. Pruitt	0.90	Analyze court-ordered mediation and related insurance issues (.3); telephone conference with M. Slade re same (.3); telephone conference with Aon team re same (.3).
06/01/23	Alexandra Schrader	2.00	Review and revise loan approval summary table (1.5); review documents re production (.5).
06/01/23	Josh Sussberg, P.C.	0.50	Telephone conference with M. Slade, board and C. Okike re mediation (.3); telephone conference with Company re mediation (.1); correspond with M. Slade re same (.1).
06/02/23	Mike James Koch	2.80	Coordinate mediation logistics (1.2); correspond with F. Petrie, M. Reiney re same (.5); correspond with Brown Rudnick, Elementus, Company, Berkeley Research Group, Moelis re same (1.1).
06/02/23	Michael B. Slade	1.10	Review mediation statement (.6); review presentation re same (.5).
06/02/23	Josh Sussberg, P.C.	0.20	Review claimant request re mediation participation.
06/02/23	Josh Sussberg, P.C.	0.50	Correspond with M. Slade re mediation and status (.2); review, analyze claimant request re mediation participation (.1); correspond with M. Slade re same (.2).
06/03/23	Richard U. S. Howell, P.C.	0.60	Review, revise materials re mediation (.4); correspond with M. Slade re same (.2).
06/03/23	Josh Sussberg, P.C.	0.20	Correspond with M. Slade re mediation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Josh Sussberg, P.C.	0.90	Telephone conference with M3 re mediation (.4); telephone conference with Haynes and Boone re same (.2); telephone conference with mediator re same (.2); correspond with M. Slade re mediation (.1).
06/05/23	Richard U. S. Howell, P.C.	0.50	Review correspondence and other materials re potential settlement of claims (.2); prepare and review correspondence re open mediation issues (.3).
06/05/23	Mike James Koch	3.60	Coordinate mediation logistics (1.5); correspond with M. Reiney, F. Petrie, K&E Conference Center re same (1.4); correspond with Brown Rudnick, Elementus, Moelis, Berkeley Research Group, mediator re same (.7).
06/05/23	Christine A. Okike, P.C.	12.10	Attend mediation (9.1); prepare for same (3.0).
06/05/23	Francis Petrie	11.00	Attend mediation (9.0); prepare for same (2.0).
06/05/23	Margaret Reiney	3.30	Attend mediation re plan, releases (2.4); compile mediation documents re same (.9).
06/05/23	Michael B. Slade	9.10	Attend mediation.
06/05/23	Josh Sussberg, P.C.	7.30	Attend mediation.
06/06/23	Richard U. S. Howell, P.C.	0.50	Review correspondence from M. Slade, C. Okike re mediation efforts and claim settlement efforts.
06/06/23	Christine A. Okike, P.C.	9.50	Attend mediation (9.0); review and revise settlement term sheet (.5).
06/06/23	Francis Petrie	8.50	Attend mediation.
06/06/23	William T. Pruitt	0.50	Analyze mediation and related coverage issues and telephone conference with M. Slade and insurers re same.
06/06/23	Margaret Reiney	3.60	Draft, review, revise 9019 motion (3.2); correspond with K&E team re same (.4).
06/06/23	Jimmy Ryan	1.20	Correspond with M. Reiney, K&E team re 9019 settlement (.3); review, analyze term sheet re same (.5); review, analyze 9019 motion (.4).
06/06/23	Michael B. Slade	8.40	Prepare for mediation (3.0); attend mediation (5.2); correspond with K. Welch re investigation (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Josh Sussberg, P.C.	5.40	Attend mediation (4.6); telephone conference with M. Slade re same (.6); correspond with M. Slade re demand letter (.1); telephone conference with board re mediation (.1).
06/07/23	Richard U. S. Howell, P.C.	0.60	Prepare and review correspondence from M. Slade re claims settlement issues (.4); telephone conference with M. Slade re same (.2).
06/07/23	Christine A. Okike, P.C.	0.50	Review settlement term sheet.
06/07/23	Margaret Reiney	0.60	Conference with F. Petrie, K&E team, Cole Schotz re mediation.
06/07/23	Michael B. Slade	2.10	Conference with R. Howell re mediation next steps (.9); analyze mediation term sheets (.8); conference with Cole Schotz re same (.4).
06/07/23	Josh Sussberg, P.C.	0.50	Telephone conference with M. Slade re mediation (.3); telephone conference with BRG re mediation status (.2).
06/07/23	Josh Sussberg, P.C.	1.00	Telephone conference with mediator re mediation (.4); telephone conferences with Company re mediation (.2); review settlement term sheet (.2); correspond with Company re same (.2).
06/08/23	Richard U. S. Howell, P.C.	1.30	Correspond with M. Slade re UCC (.7); prepare for and attend video conference re same (.4); review materials re disclosure statement and confirmation issues (.2).
06/08/23	Josh Sussberg, P.C.	0.90	Correspond with mediator re status and next steps (.4); telephone conference with Committee re same (.3); telephone conference with Haynes and Boone re mediation status (.1); correspond with C. Okike and M. Slade re same (.1).
06/09/23	Richard U. S. Howell, P.C.	0.50	Review, revise materials re mediation.
06/09/23	Mike James Koch	1.50	Draft responsive correspondence re mediation considerations (1.4); correspond with M. Reiney, J. Ryan re same (.1).
06/09/23	Casey McGushin	0.70	Research issues re potential 9019 motion.
06/09/23	Christine A. Okike, P.C.	0.20	Review settlement term sheet.
06/09/23	Francis Petrie	3.60	Correspond with C. Okike, Company re mediation and counter (2.1); correspond with M. Reiney re deal documentation status (.9); correspond with R. Jacobson re bridge order and status (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/09/23	Josh Sussberg, P.C.	1.40	Telephone conference with M. Slade and C. Okike re mediation and next steps (.2); telephone conference with M3 re same (.2); review, analyze Committee counter proposal (.5); correspond with Company re same (.2); correspond with mediator re mediation status and next steps (.2); telephone conference with BRG re same (.1).
06/10/23	Richard U. S. Howell, P.C.	0.30	Review mediation materials re ongoing mediation effort re insider claims.
06/10/23	Josh Sussberg, P.C.	1.30	Telephone conference with mediator re mediation (.3); telephone conference with Company re same (.2); review, analyze revised proposal (.3); telephone conference with Haynes and Boone re same (.2); correspond with C. Okike, K&E team re next steps (.1); telephone conference with board re mediation status (.1); correspond with C. Okike, K&E team re disclosure statement and 9019 timing (.1).
06/11/23	Richard U. S. Howell, P.C.	0.20	Review materials re settlement.
06/11/23	Christine A. Okike, P.C.	0.30	Analyze mediation strategy.
06/11/23	Josh Sussberg, P.C.	0.30	Correspond with M. Slade and C. Okike re mediation and cover note to mediator (.2); correspond with Company re mediation proposal (.1).
06/12/23	Richard U. S. Howell, P.C.	0.50	Review correspondence from M. Slade re potential litigation and claims settlement issues.
06/12/23	Christine A. Okike, P.C.	0.10	Analyze mediation strategy.
06/12/23	Francis Petrie	0.70	Review and revise documents re settlement counters (.4); correspond with J. Ryan re settlements (.3).
06/12/23	Jimmy Ryan	1.80	Correspond with F. Petrie, K&E team re meditation settlement (.3); draft summary of same (1.5).
06/12/23	Michael B. Slade	1.00	Telephone conference with Company re Company executive considerations re settlement (.3); correspond with F. Petrie, K&E team re mediation proposal (.5); analyze proposal re mediation (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Josh Sussberg, P.C.	0.40	Correspond with Company re mediation status and potential settlements (.2); telephone conference with M. Slade re same (.1); correspond with mediator re next steps (.1).
06/13/23	Christine A. Okike, P.C.	0.20	Review response to 3AC letter.
06/13/23	Francis Petrie	1.60	Review and revise term sheets and correspondence with Company parties re mediation (1.2); correspond with M. Koch, K&E team re same (.4).
06/13/23	Jimmy Ryan	0.90	Correspond with F. Petrie, K&E team re letter to 3AC re chapter 11 plan (.3); review, revise same (.6).
06/13/23	Josh Sussberg, P.C.	0.20	Correspond with C. Okike, F. Petrie re mediation status and next steps.
06/14/23	Richard U. S. Howell, P.C.	0.80	Review correspondence from M. Slade re claims settlement issues and special committee investigation (.6); telephone conference with M. Slade, K&E team re same (.2).
06/14/23	Josh Sussberg, P.C.	0.20	Correspond with mediator re mediation (.1); telephone conference with Haynes and Boone re mediation status (.1).
06/15/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company and F. Petrie, K&E team re mediation.
06/15/23	Jimmy Ryan	0.30	Review, revise letter in response to 3AC letter.
06/15/23	Alexandra Schrader	0.20	Review settlement term sheet.
06/15/23	Michael B. Slade	0.40	Review, revise correspondence to mediator re mediation.
06/15/23	Josh Sussberg, P.C.	2.10	Review, analyze mediator correspondence re next steps and mediation status (.2); correspond with same re same (.2); telephone conference with management and advisors re mediation logistics and next steps (.4); draft correspondence to mediator re same (.8); telephone conference with Haynes and Boone re same (.1); correspond with C. Okike, K&E team re timeline and mediation (.2); correspond with Company re claims reconciliation process and timeline (.2).
06/16/23	Christine A. Okike, P.C.	0.30	Review proposed settlements with insiders.
06/16/23	Alexandra Schrader	1.30	Prepare materials re mediation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Josh Sussberg, P.C.	1.50	Draft correspondence to mediator re mediation response (.6); telephone conference with Company re same (.1); correspond with M. Slade, K&E team re insider settlements (.2); correspond with mediator re mediation response (.3); review, analyze memo from Company re mediation (.3).
06/18/23	Josh Sussberg, P.C.	0.10	Correspond with mediator re mediation.
06/19/23	Christine A. Okike, P.C.	0.30	Telephone conference with S. Vogel, Company re insider settlements.
06/19/23	Francis Petrie	1.80	Review and revise 9019 motion.
06/19/23	Alexandra Schrader	1.60	Review and compile key documents for meeting preparation.
06/20/23	Richard U. S. Howell, P.C.	1.10	Review correspondence from M. Slade, C. McGushin and others re mediation, claims settlements and open litigation issues (.8); review and provide comments to draft documents (.3).
06/20/23	Francis Petrie	4.00	Correspond with J. Ryan, K&E team re investigation report and 9019 draft (.7); review, analyze report re investigation information re plan settlement (2.7); correspond with C. Okike, Moelis re mediation status and logistics (.6).
06/20/23	Margaret Reiney	0.60	Review, analyze mediation documents.
06/20/23	Josh Sussberg, P.C.	0.20	Correspond re mediation and settlement status.
06/21/23	Josh Sussberg, P.C.	0.70	Telephone conference with Company re settlement status (.3); correspond with M. Slade and board re same (.2); correspond with Haynes and Boone re settlements (.1); telephone conference with M. Slade re same (.1).
06/22/23	Mike James Koch	0.60	Correspond with Brown Rudnick, Genova Burns, mediator, BRG, Haynes and Boone, Cole Schotz re mediation logistics (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Josh Sussberg, P.C.	1.20	Telephone conference with M. Slade and board re estate settlements (.2); conference with board re same (.1); telephone conference with M. Slade re same (.1); telephone conferences with Company re same (.3); correspond with Committee re settlements and status (.3); correspond with Haynes and Boone re settlement (.1); correspond with M. Slade re same (.1).
06/23/23	Richard U. S. Howell, P.C.	0.70	Review correspondence from J. Sussberg re mediation efforts with Committee and related issues.
06/23/23	Francis Petrie	7.00	Attend mediation re potential settlement (3.9); prepare materials, strategy re same (3.1).
06/23/23	Francis Petrie	2.20	Review and revise 9019 motion, order (1.6); review, analyze precedent re same (.6).
06/23/23	Margaret Reiney	2.00	Attend mediation re potential settlement.
06/23/23	Jimmy Ryan	0.30	Correspond with M. Reiney, K&E team mediation.
06/23/23	Jimmy Ryan	1.70	Review, revise 9019 motion.
06/23/23	Michael B. Slade	7.10	Attend mediation re potential settlement (3.9); prepare materials, strategy re same (3.2).
06/23/23	Josh Sussberg, P.C.	6.10	Attend mediation (5.6); telephone conference with M3 re next steps (.3); correspond with Cole Schotz re same (.1); correspond with mediator and Brown Rudnick re mediation (.1).
06/24/23	Richard U. S. Howell, P.C.	0.30	Review correspondence from J. Sussberg and other materials re mediation.
06/24/23	Francis Petrie	1.40	Review and revise correspondence from UCC re mediation (.9); correspond with J. Sussberg, K&E team re same (.5).
06/24/23	Josh Sussberg, P.C.	1.60	Telephone conference with M3 re mediation status (.3); telephone conferences with Cole Schotz re same (.3); correspond with Company re 9019 and next steps with Committee (.2); draft letter to Committee (.5); correspond with Haynes and Boone re same (.2); telephone conference with Cole Schotz re same (.1).
06/25/23	Isabella J. Paretti	0.60	Conference with F. Petrie, K&E team re mediation, settlement (.3); review terms re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/23	Francis Petrie	2.70	Conference with M. Reiney, K&E team re contested plan treatment (.3); telephone conference with J. Sussberg, K&E team re mediation (.2); review and revise 9019 motion and deal documents (2.2).
06/25/23	Josh Sussberg, P.C.	1.30	Telephone conference with Brown Rudnick re mediation status (.3); telephone conference with Cole Schotz re same (.3); correspond with F. Petrie, K&E team re mediation and next steps (.2); telephone conference with same re same (.2); telephone conference with Brown Rudnick re same (.2); correspond with Haynes and Boone re same (.1).
06/26/23	Alexandra Schrader	0.10	Review documents re confidentiality designations.
06/26/23	Katie J. Welch	0.50	Participate in meeting with M. Slade and K&E team re Committee (.4); correspond with M. Gallo re same (.1).
06/27/23	Joe Caputo	1.80	Review, summarize case law re UCC objection re exclusivity.
06/27/23	Rob Jacobson	5.60	Review, analyze Committee objection to exclusivity, cross-motion to convert or appoint a chapter 11 trustee (2.1); draft outline re responses to Committee objection re exclusivity (2.6); review, revise cover letter re solicitation (.9).
06/27/23	Sarah R. Margolis	0.50	Research case law re Committee objection and conversion standard.
06/27/23	Isabella J. Paretti	0.50	Correspond with R. Jacobson, J. Caputo re case precedent research (.1); conference with J. Caputo re same (.4).
06/27/23	Isabella J. Paretti	3.90	Review, analyze Committee's response to exclusivity motion (.8); draft case chart re same (3.1).
06/27/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re Committee motion to convert.
06/27/23	Josh Sussberg, P.C.	0.30	Correspond with mediator re deal status (.1); telephone conference with Company and Haynes and Boone re same (.2).
06/28/23	Joe Caputo	2.20	Review, analyze, summarize case law re conversion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Rob Jacobson	6.30	Research re UCC objection to exclusivity (.5); draft outline re exclusivity reply (2.3); review, analyze issues re same (.6); review, revise Committee objection (1.3); draft responses re same (1.6).
06/28/23	Nick Nielson	1.30	Review and analyze unsecured creditor report re mediation memorandum considerations.
06/28/23	Christine A. Okike, P.C.	1.10	Telephone conference with Haynes and Boone, Cole Schotz and K&E teams re UCC motion to convert (.4); telephone conference with M. Slade and F. Petrie re response re same (.5); review UCC motion to convert (.2).
06/28/23	Isabella J. Paretti	4.60	Review, analyze Committee's objection to exclusivity (1.1); review, revise case chart re same (3.0); correspond with S. Margolis, K&E team re same (.2); correspond with T. Eck re same (.2); correspond with S. Margolis re same (.1).
06/28/23	Francis Petrie	8.70	Telephone conference with M. Slade, Cole Schotz teams re response strategy (.4); telephone conference with M. Slade, C. Okike re response to cross-motion (.5); correspond with R. Jacobson, K&E team re briefing (.7); review cross-motion and research precedent re same (2.6); draft and revise correspondence to M. Reiney, K&E team re response (.7); revise brief re same (3.8).
06/28/23	Francis Petrie	0.70	Correspond with R. Jacobson, K&E team re materials for status conference.
06/28/23	Alexandra Schrader	1.40	Review and compile documents for confidentiality de-designations.
06/28/23	Josh Sussberg, P.C.	0.70	Review committee cross-motion and telephone conference with M. Slade, K&E team re same.
06/28/23	Katie J. Welch	0.20	Participate in telephone conference with M. Slade re Committee discovery requests (.1); draft Committee discovery requests (.1).
06/29/23	Trevor Eck	7.00	Research precedent re cross motion case summary (1.9); draft summary re same (1.3); review, revise same (.9); research re solicitation agents and improper solicitation (.5); draft reply re cross motion (.6); research monthly professional fees re same (1.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/29/23	Susan D. Golden	0.50	Correspond with F. Petrie re UCC statements on chapter 7.
06/29/23	Richard U. S. Howell, P.C.	1.00	Review conversion pleadings from Committee.
06/29/23	Rob Jacobson	0.90	Conference with F. Petrie, K&E team re reply brief to UCC objection (.7); prepare for same (.2).
06/29/23	Mike James Koch	3.70	Research, analyze case law re chapter 11 trustee considerations (1.4); draft pleading re same (2.3).
06/29/23	Sarah R. Margolis	2.90	Draft analysis re Committee cross-motion re motion to convert.
06/29/23	Nick Nielson	3.90	Review, revise mediation memorandum.
06/29/23	Isabella J. Parette	5.90	Conference with F. Petrie, K&E team re exclusivity objection (.6); research re case costs and related cross-motion issues (1.4); conference with Berkeley Research Group re same (.3); correspond with Berkeley Research Group re same (.2); review, revise monthly operating reports re same (1.8); draft summary re same (1.6).
06/29/23	Jimmy Ryan	1.00	Correspond with F. Petrie, K&E team re UCC exclusivity objection/ conversion motion (.3); conference with F. Petrie, K&E team re same (.7).
06/29/23	Alexandra Schrader	1.20	Review documents for confidentiality designations.
06/29/23	Josh Sussberg, P.C.	0.50	Telephone conference with Haynes and Boone re Committee objection status (.3); correspond with same re next steps (.2).
06/29/23	Katie J. Welch	2.20	Participate in meeting with M. Slade and litigation team re work in process.
06/29/23	Katie J. Welch	0.40	Draft requests for admission to Committee.
06/30/23	Richard U. S. Howell, P.C.	0.50	Conference with M. Slade, K&E team re litigation upcoming scheduling conference.
06/30/23	Mike James Koch	3.60	Draft, revise pleading re chapter 11 trustee considerations (3.4); correspond with F. Petrie, K&E team re same (.2).
06/30/23	Francis Petrie	2.20	Draft and revise brief and objection language re Committee cross motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Francis Petrie	2.20	Correspond (multiple) with M. Reiney re status conference and contested committee issues.
06/30/23	Francis Petrie	3.40	Review and revise draft 9019 motion (2.1); correspond with J. Ryan, M. Slade re same (.6); review, analyze disclosure statement (.7).
06/30/23	Jimmy Ryan	0.30	Correspond with M. Reiney re response to objection to exclusivity motion.
06/30/23	Jimmy Ryan	2.40	Review, revise 9019 motion (1.8); correspond with F. Petrie, K&E team re same (.6).
06/30/23	Alexandra Schrader	2.50	Review documents and deposition transcripts for confidentiality designations.
06/30/23	Josh Sussberg, P.C.	0.40	Correspond with Company re scheduling conference and Committee pleadings (.1); telephone conference with Haynes and Boone re Committee objection (.3).
06/30/23	Katie J. Welch	1.00	Review and analyze Z. Prince deposition transcript and mark for confidentiality (.7); draft and revise RFAs and ROGs to Committee (.3).
Total		268.00	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082772
Client Matter: 54119-4

In the Matter of Automatic Stay Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 7,426.50

Total legal services rendered

\$ 7,426.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Sarah R. Margolis	6.00	995.00	5,970.00
Isabella J. Paretti	1.50	735.00	1,102.50
Jimmy Ryan	0.40	885.00	354.00
TOTALS	7.90		\$ 7,426.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/06/23	Sarah R. Margolis	5.00	Draft lift stay objection (3.7); research case law re same (1.1); correspond with J. Ryan, K&E team re objection (.2).
06/06/23	Isabella J. Paretti	0.40	Review, analyze precedent re automatic stay enforcement (.3); correspond with S. Margolis, K&E team re same (.1).
06/06/23	Jimmy Ryan	0.40	Correspond with S. Margolis, K&E team re objection to lift stay motion (.2); office conference with I. Paretti and S. Margolis re same (.2).
06/07/23	Sarah R. Margolis	1.00	Draft lift stay objection.
06/11/23	Isabella J. Paretti	1.10	Research re case law re automatic stay (.5); draft summary re same (.5); correspond with S. Margolis re same (.1).
Total		7.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082773
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 35,898.50

Total legal services rendered

\$ 35,898.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.80	1,605.00	1,284.00
Trevor Eck	4.10	735.00	3,013.50
David Hackel	0.50	735.00	367.50
Richard U. S. Howell, P.C.	0.20	1,620.00	324.00
Rob Jacobson	1.60	1,155.00	1,848.00
Mike James Koch	2.50	735.00	1,837.50
Sarah R. Margolis	0.50	995.00	497.50
Brian Nakhaimousa	1.30	995.00	1,293.50
Christine A. Okike, P.C.	6.80	1,850.00	12,580.00
Isabella J. Paretti	1.60	735.00	1,176.00
Francis Petrie	1.20	1,295.00	1,554.00
Margaret Reiney	0.50	1,155.00	577.50
Jimmy Ryan	1.40	885.00	1,239.00
Alexandra Schrader	0.90	985.00	886.50
Michael B. Slade	4.00	1,855.00	7,420.00
TOTALS	27.90		\$ 35,898.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Trevor Eck	0.90	Review, revise key dates and deadlines summary (.7); correspond with R. Jacobson, M. Koch re same (.2).
06/01/23	Rob Jacobson	0.30	Telephone conference with M. Reiney, K&E team re work in process, next steps.
06/01/23	Mike James Koch	1.70	Conference with R. Jacobson, K&E team re critical workstreams, work in process (.3); review, analyze upcoming key dates and deadlines (.6); correspond with R. Jacobson, K&E team re same (.2); review, revise hearing agenda (.6).
06/01/23	Sarah R. Margolis	0.20	Conference with M. Reiney, K&E team re case status.
06/01/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/01/23	Jimmy Ryan	0.50	Correspond with R. Jacobson, K&E team re work in process and next steps (.2); video conference with R. Jacobson, K&E team re same (.3).
06/01/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
06/02/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/02/23	Jimmy Ryan	0.40	Correspond with R. Jacobson, K&E team re work in process and next steps (.2); video conference with R. Jacobson, K&E team re same (.2).
06/02/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
06/04/23	Trevor Eck	0.30	Correspond with R. Jacobson re upcoming key dates and deadlines.
06/06/23	Bob Allen, P.C.	0.30	Conference with Company re case updates, work in process.
06/07/23	Mike James Koch	0.30	Conference with I. Paretti, K&E team re critical workstreams, case status.
06/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Isabella J. Paretti	0.80	Conference with M. Koch, K&E team re work in process (.7); review work in process summary (.1).
06/08/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/08/23	Alexandra Schrader	0.50	Conference with R. Howell, K&E team re case status and next steps.
06/08/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
06/09/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/12/23	Trevor Eck	0.70	Review, revise work in process summary re case updates.
06/12/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re case status, next steps.
06/12/23	Brian Nakhaimousa	0.50	Conference with F. Petrie, K&E team re work in process.
06/12/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/12/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, M. Reiney re work in process and case status.
06/12/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
06/13/23	Trevor Eck	0.50	Telephone conference with F. Petrie, K&E team re case status, next steps.
06/13/23	David Hackel	0.50	Conference with I. Paretti, K&E team re case status, next steps.
06/13/23	Mike James Koch	0.50	Conference with F. Petrie, K&E team re critical workstreams, work in process.
06/13/23	Sarah R. Margolis	0.30	Conference with F. Petrie, K&E team re work in process, case status.
06/13/23	Brian Nakhaimousa	0.50	Conference with F. Petrie, K&E team re work in process, next steps.
06/13/23	Isabella J. Paretti	0.30	Correspond with F. Petrie re conference re work in process (.1); conference with F. Petrie, K&E team re same (.2).
06/13/23	Francis Petrie	0.70	Office conference with M. Koch, K&E team re work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/13/23	Margaret Reiney	0.50	Correspond with R. Jacobson, K&E team re work in process.
06/13/23	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
06/14/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/16/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/20/23	Bob Allen, P.C.	0.50	Conference with Company re work in process, case updates.
06/20/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/21/23	Rob Jacobson	0.80	Conference with M. Reiney, F. Petrie re case status, next steps (.5); correspond with M. Reiney K&E team re same (.3).
06/21/23	Christine A. Okike, P.C.	0.40	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/21/23	Isabella J. Paretti	0.50	Conference with F. Petrie, K&E team re work in process.
06/21/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
06/22/23	Trevor Eck	0.70	Review, revise workstream summary re case updates, confirmation.
06/25/23	Brian Nakhaimousa	0.30	Conference with F. Petrie K&E team re work in process, next steps.
06/26/23	Michael B. Slade	0.50	Conference with Company re work in process, case updates.
06/27/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/27/23	Michael B. Slade	0.50	Conference with Company re case updates, work in process.
06/28/23	Trevor Eck	0.30	Review, revise key dates summary re case updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/28/23	Michael B. Slade	0.50	Conference with Company re work in process.
06/29/23	Trevor Eck	0.70	Telephone conference with F. Petrie, K&E team re case status, next steps.
06/29/23	Richard U. S. Howell, P.C.	0.20	Review open case scheduling issues.
06/29/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
06/29/23	Alexandra Schrader	0.40	Conference with R. Howell, K&E team re case status and next steps.
06/30/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone and F. Petrie, K&E teams re key work streams.
Total		27.90	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082774
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 1,646.50

Total legal services rendered

\$ 1,646.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Francis Petrie	0.70	1,295.00	906.50
TOTALS	1.10		\$ 1,646.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/08/23	Christine A. Okike, P.C.	0.30	Correspond with Company re cash management matters.
06/08/23	Francis Petrie	0.40	Correspond with U.S. Trustee re cash management system requirements.
06/12/23	Francis Petrie	0.30	Correspond with U.S. Trustee team re bank accounts and 345(b) compliance.
06/14/23	Christine A. Okike, P.C.	0.10	Analyze cash management issues.
Total		1.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082775
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 23,362.50

Total legal services rendered

\$ 23,362.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	8.50	1,155.00	9,817.50
Sarah R. Margolis	0.20	995.00	199.00
Christine A. Okike, P.C.	4.00	1,850.00	7,400.00
Francis Petrie	1.70	1,295.00	2,201.50
Jimmy Ryan	4.00	885.00	3,540.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	18.50		\$ 23,362.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Rob Jacobson	0.50	Attend weekly telephone conference with C Street, Company re creditor communications materials.
06/01/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street and F. Petrie, K&E teams re communications materials.
06/01/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
06/01/23	Jimmy Ryan	0.40	Correspond with R. Jacobson, K&E team and customers re creditor inquiries.
06/02/23	Francis Petrie	0.40	Telephone conference with Company re communications sequence.
06/02/23	Jimmy Ryan	0.80	Correspond with R. Jacobson, K&E team and creditors re creditor inquiries.
06/03/23	Jimmy Ryan	0.30	Correspond with creditor re creditor inquiries.
06/04/23	Jimmy Ryan	0.20	Correspond with R. Jacobson, K&E team re creditor inquiries.
06/05/23	Jimmy Ryan	1.30	Correspond with F. Petrie, K&E team and Haynes and Boone team re creditor inquiries (.2); telephone conference with counsel to client re same (.4); review, revise demand letter (.7).
06/06/23	Rob Jacobson	1.90	Review, comment on creditor communications materials (1.6); correspond with C. Street and F. Petrie re same (.3).
06/06/23	Sarah R. Margolis	0.20	Telephone conference with H&B re creditor inquiry (.1); telephone conference with J. Ryan re same (.1).
06/08/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company and C Street re creditor communications.
06/12/23	Rob Jacobson	0.80	Review, comment on C Street talking points.
06/12/23	Jimmy Ryan	0.60	Correspond with Kroll team re creditor inquiries (.2); draft responses to creditors re same (.4).
06/13/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, C Street and F. Petrie, K&E teams re communications.
06/13/23	Christine A. Okike, P.C.	0.20	Review BlockFi app updates re User Interface updates.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/14/23	Jimmy Ryan	0.40	Telephone conference with creditor re inquiry.
06/15/23	Rob Jacobson	0.80	Review C Street communication materials re claims objections (.7); correspond with HB team re same (.1).
06/15/23	Christine A. Okike, P.C.	1.10	Review platform pause reconciliation plan.
06/16/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street re communications.
06/17/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re case status.
06/20/23	Francis Petrie	0.80	Review and revise document re creditor outreach and redaction (.6); review and revise correspondence to creditor re plan structure (.2).
06/24/23	Rob Jacobson	0.90	Review, comment on communications materials.
06/27/23	Rob Jacobson	1.50	Review, comment on communication materials drafted by C Street (1.2); correspond with C Street team re same (.3).
06/29/23	Rob Jacobson	2.10	Telephone conference with C Street, F. Petrie, Company re communications re plan (.5); review, comment on communications materials (1.2); correspond with C. Okike, F. Petrie, C Street re same (.4).
06/29/23	Christine A. Okike, P.C.	0.60	Review Scratch communications materials (.2); correspond with Haynes and Boone team re same (.2); correspond with Brown Rudnick team re same (.2).
06/30/23	Christine A. Okike, P.C.	0.50	Correspond with Company and C Street re communications materials.
Total		18.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082776
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 17,152.50

Total legal services rendered

\$ 17,152.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joe Caputo	1.40	885.00	1,239.00
Trevor Eck	1.90	735.00	1,396.50
Richard U. S. Howell, P.C.	1.10	1,620.00	1,782.00
Rob Jacobson	1.60	1,155.00	1,848.00
Mike James Koch	1.40	735.00	1,029.00
Brian Nakhaimousa	0.70	995.00	696.50
Connor O'Flaherty	2.70	995.00	2,686.50
Christine A. Okike, P.C.	3.50	1,850.00	6,475.00
TOTALS	14.30		\$ 17,152.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Christine A. Okike, P.C.	0.50	Review claims objection correspondence to clients.
06/05/23	Christine A. Okike, P.C.	0.50	Telephone conference with DGI re 3AC.
06/08/23	Christine A. Okike, P.C.	0.20	Correspond with Walkers re filing of proof of claim and bankruptcy court jurisdiction.
06/09/23	Christine A. Okike, P.C.	0.30	Review 3AC correspondence re claim treatment.
06/14/23	Christine A. Okike, P.C.	0.10	Review correspondence from states re treatment of state claims.
06/15/23	Christine A. Okike, P.C.	0.60	Telephone conference with Brown Rudnick and Haynes and Boone teams re claims reconciliation.
06/19/23	Richard U. S. Howell, P.C.	0.70	Prepare for and attend portions of video conference with M. Slade re claims settlement issues (.4); review correspondence and other materials re same (.3).
06/19/23	Christine A. Okike, P.C.	1.10	Review and revise stipulation with SEC re claims (1.0); correspond with Brown Rudnick re same (.1).
06/20/23	Christine A. Okike, P.C.	0.20	Review SEC claims stipulation.
06/21/23	Richard U. S. Howell, P.C.	0.40	Review correspondence and other materials from S. Vogel, Company re claims settlements.
06/22/23	Joe Caputo	1.40	Review and summarize filed claims.
06/22/23	Trevor Eck	1.90	Telephone conference with R. Jacobson, K&E team re government claims analysis (.2); review, analyze proof of claims forms re same (1.7).
06/22/23	Rob Jacobson	0.50	Draft schedule re governmental claims.
06/22/23	Mike James Koch	1.40	Review, analyze proofs of claim.
06/22/23	Connor O'Flaherty	1.00	Review, revise government claims summary tracker.
06/23/23	Rob Jacobson	1.10	Review, revise government claims schedule.
06/27/23	Connor O'Flaherty	1.70	Review and summarize debt transfers.
06/30/23	Brian Nakhaimousa	0.70	Review claims trading summary.
Total		14.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082777
Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 5,875.50

Total legal services rendered

\$ 5,875.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	4.60	735.00	3,381.00
Brian Nakhaimousa	1.00	995.00	995.00
Christine A. Okike, P.C.	0.70	1,850.00	1,295.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	6.40		\$ 5,875.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Trevor Eck	0.30	Review, revise nondisclosure agreement.
06/07/23	Trevor Eck	1.70	Review, revise nondisclosure agreements (1.0); draft issues list re same (.3); review, analyze precedent re same (.4).
06/07/23	Christine A. Okike, P.C.	0.70	Telephone conference with BRG, Moelis, F. Petrie, K&E teams re miscellaneous assets.
06/08/23	Trevor Eck	0.80	Review, revise nondisclosure agreement (.5); review precedent re same (.3).
06/09/23	Trevor Eck	0.70	Review, revise nondisclosure agreements.
06/09/23	Brian Nakhaimousa	0.40	Review, revise nondisclosure agreements.
06/10/23	Brian Nakhaimousa	0.40	Review, revise nondisclosure agreements.
06/28/23	Trevor Eck	0.20	Research precedent re nondisclosure termination agreement.
06/29/23	Josh Sussberg, P.C.	0.10	Correspond re counterparty platform interest.
06/30/23	Trevor Eck	0.90	Review, revise nondisclosure termination agreement.
06/30/23	Brian Nakhaimousa	0.20	Review NDA re termination.
Total		6.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082779
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 3,944.50

Total legal services rendered

\$ 3,944.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	0.70	1,850.00	1,295.00
Francis Petrie	0.90	1,295.00	1,165.50
Michael B. Slade	0.80	1,855.00	1,484.00
TOTALS	2.40		\$ 3,944.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Michael B. Slade	0.50	Conference with Company re employee and human resources issues.
06/12/23	Michael B. Slade	0.30	Conference with Company re employment and staffing considerations.
06/20/23	Christine A. Okike, P.C.	0.30	Correspond with Company re employee matters.
06/20/23	Francis Petrie	0.50	Telephone conference with Company re employee issues.
06/27/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street and F. Petrie, K&E teams re employee matters.
06/27/23	Francis Petrie	0.40	Telephone conference with Company re employee issues.
Total		2.40	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082780
Client Matter: 54119-15

In the Matter of SOFAs and Schedules

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 7,006.00

Total legal services rendered

\$ 7,006.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.50	1,475.00	737.50
Sarah R. Margolis	6.30	995.00	6,268.50
TOTALS	6.80		\$ 7,006.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Susan D. Golden	0.50	Correspond with S. Margolis, F. Petrie re U.S. Trustee requests re redactions for schedules and creditor matrix.
06/01/23	Sarah R. Margolis	3.30	Review, analyze precedent re redaction issues per U.S. Trustee comments (2.1); correspond with S. Golden re same (.2); draft letter to U.S. Trustee re same (1.0).
06/02/23	Sarah R. Margolis	2.10	Review, revise redaction letter.
06/20/23	Sarah R. Margolis	0.40	Correspond with M. Reiney, F. Petrie, S. Golden re schedule redaction issues.
06/21/23	Sarah R. Margolis	0.50	Correspond with M. Reiney re U.S. Trustee redaction issues (.2); review, revise response to U.S. Trustee re same (.3).
Total		6.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082781
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 3,621.00

Total legal services rendered

\$ 3,621.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	0.90	1,550.00	1,395.00
Michael B. Slade	1.20	1,855.00	2,226.00
TOTALS	2.10		\$ 3,621.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Michael B. Slade	0.40	Telephone conference with AON re insurance considerations.
06/02/23	William T. Pruitt	0.90	Analyze court-ordered settlement and related insurance issues (.3); telephone conference with M. Slade and insurer counsel re same (.5); correspond with M. Slade re same (.1).
06/02/23	Michael B. Slade	0.80	Conference with insurance carriers re claims updates.
Total		2.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082782
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 317,121.00

Total legal services rendered

\$ 317,121.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	1.50	985.00	1,477.50
Trevor Eck	18.90	735.00	13,891.50
Julia R. Foster	0.70	480.00	336.00
Richard U. S. Howell, P.C.	1.60	1,620.00	2,592.00
Rob Jacobson	32.20	1,155.00	37,191.00
Mike James Koch	22.00	735.00	16,170.00
Sarah R. Margolis	3.20	995.00	3,184.00
Brian Nakhaimousa	20.90	995.00	20,795.50
Christine A. Okike, P.C.	28.20	1,850.00	52,170.00
Matt Pacey, P.C.	3.50	2,045.00	7,157.50
Isabella J. Parette	8.30	735.00	6,100.50
Anne G. Peetz	5.90	1,425.00	8,407.50
Francis Petrie	64.60	1,295.00	83,657.00
Margaret Reiney	7.50	1,155.00	8,662.50
Jimmy Ryan	41.80	885.00	36,993.00
Michael B. Slade	7.90	1,855.00	14,654.50
Josh Sussberg, P.C.	1.80	2,045.00	3,681.00
TOTALS	270.50		\$ 317,121.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Jimmy Ryan	0.40	Correspond with M. Reiney, K&E team re chapter 11 plan.
06/06/23	Richard U. S. Howell, P.C.	0.20	Review materials in preparation for confirmation hearing.
06/06/23	Mike James Koch	0.40	Review, revise plan and disclosure statement timeline (.2); correspond with F. Petrie, K&E team re same (.2).
06/07/23	Mike James Koch	2.30	Review, analyze precedent re governmental entity carve-out (1.8); correspond with M. Reiney, K&E team re same (.2); conference with F. Petrie, K&E team re plan, disclosure statement considerations (.3).
06/07/23	Sarah R. Margolis	0.50	Correspond with Haynes and Boone re invalid wire transfers (.2); office conference with J. Ryan re same (.2); review, analyze issue re same (.1).
06/07/23	Christine A. Okike, P.C.	2.20	Review and revise plan timeline (1.0); telephone conference with management, Haynes and Boone and M. Slade re same (.6); telephone conference with Cole Schotz, F. Petrie, K&E team re plan releases (.6).
06/07/23	Francis Petrie	4.90	Telephone conference with Cole Schotz re plan structure (.7); review, analyze precedent re same (.4); review, analyze research memorandum re plan treatment (.6); telephone conference with Moelis, BRG teams re plan assets (.5); telephone conference with BRG team re plan structure (.4); telephone conference with R. Jacobson, M. Reiney re plan and strategy (.6); revise materials re settlement (.6); correspond with settlement counterparties re same (.7); revise case timeline (.4).
06/07/23	Jimmy Ryan	2.10	Conference with M. Reiney and R. Jacobson re chapter 11 plan, mediation, and related issues (.5); conference with F. Petrie, K&E team re same (.4); correspond with S. Margolis, K&E team and Haynes and Boone re chapter 11 plan (.8); review, analyze precedent re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/07/23	Josh Sussberg, P.C.	0.90	Correspond with Haynes and Boone re same (.1); telephone conference with Brown Rudnick re extension of confirmation dates (.2); correspond with same re same (.1); telephone conference with M3 re budget (.1); correspond with F. Petrie, K&E team re admin claims and budget (.2); correspond with management re confirmation timing and extension (.2).
06/08/23	Rob Jacobson	1.60	Draft bridge order (.7); draft notice re same (.7); correspond with F. Petrie re same (.2).
06/08/23	Christine A. Okike, P.C.	1.50	Correspond with Walkers re plan timeline (.2); review, revise exclusivity bridge order (.2); analyze Ankura plan issues (.7); review, analyze Ankura indenture (.2); review and revise response to Ankura plan issues (.2).
06/08/23	Francis Petrie	3.90	Review and revise correspondence and indenture re distribution agent status (.6); correspond with Company re same (.3); correspond with R. Jacobson re final bridge order re exclusivity (.4); review and revise notice of hearing dates (.3); correspond with R. Jacobson K&E team re case strategy and plan timeline (.7); correspond with Committee re timeline (.2); review, analyze draft 9019 pleading and case law (1.1); review, analyze plan re regulatory language (.3).
06/08/23	Jimmy Ryan	0.20	Correspond with M. Reiney, K&E team re chapter 11 plan and related issues.
06/09/23	Jimmy Ryan	2.10	Correspond with M. Reiney, K&E team re letter from JPLs re chapter 11 plan and related issues (.2); review, revise, comment on response letter to same (1.9).
06/10/23	Christine A. Okike, P.C.	0.30	Revise plan confirmation timeline.
06/10/23	Jimmy Ryan	2.00	Correspond with M. Reiney, K&E team re letter from JPLs re chapter 11 plan and related issues (.2); review, revise response letter to same (1.8).
06/12/23	Christine A. Okike, P.C.	0.10	Review, revise plan confirmation timeline.
06/12/23	Isabella J. Parette	0.30	Conference with F. Petrie, K&E team re confirmation related pleadings, considerations.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Francis Petrie	3.00	Correspond with R. Jacobson, K&E team re bridge order and revised confirmation schedule (.3); review and revise critical dates re confirmation calendar (.6); review and revise deal documentation, disclosure statement (2.1).
06/12/23	Margaret Reiney	0.50	Correspond with F. Petrie, K&E team re plan, confirmation status.
06/12/23	Jimmy Ryan	0.60	Conference with F. Petrie, K&E team re chapter 11 plan (.5); correspond with M. Reiney, K&E team re chapter 11 plan (.1).
06/13/23	Julia R. Foster	0.70	Draft notice of plan supplement.
06/13/23	Mike James Koch	1.20	Correspond with B. Nakhaimousa, J. Foster re plan supplement (.2); draft plan supplement (1.0).
06/13/23	Brian Nakhaimousa	0.30	Correspond with M. Koch, M. Reiney re plan supplement documents (.1); conference with M. Koch re same (.2).
06/13/23	Christine A. Okike, P.C.	0.40	Telephone conferences with Moelis and BRG re plan.
06/13/23	Francis Petrie	1.90	Telephone conference with Moelis team re distribution status (.5); review and revise communications materials re case calendar and confirmation timing (.7); telephone conference with BRG team re disclosure statement exhibits (.2); review, revise documents re assumptions re same (.5).
06/14/23	Richard U. S. Howell, P.C.	0.40	Review liquidation analysis.
06/14/23	Rob Jacobson	1.10	Draft exclusivity bridge order and related notice (.9); correspond with F. Petrie re same (.2).
06/14/23	Mike James Koch	1.00	Draft plan supplement (.9); correspond with B. Nakhaimousa re same (.1).
06/14/23	Christine A. Okike, P.C.	0.70	Telephone conference with Moelis re plan (.2); review, revise plan (.5).
06/15/23	Christine A. Okike, P.C.	0.50	Review, revise disclosure statement.
06/16/23	Rob Jacobson	1.00	Review, revise exclusivity bridge order and related notice (.7); correspond with C. Okike re same (.2); correspond with Cole Schotz re filing of same (.1).
06/16/23	Mike James Koch	1.60	Review, revise disclosure statement (1.4); correspond with J. Ryan re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/16/23	Brian Nakhaimousa	1.50	Review, revise plan supplement (.8); analyze precedent re same (.2); correspond with M, Koch re same (.2); correspond with F. Petrie, Kroll re confirmation timeline (.3).
06/16/23	Christine A. Okike, P.C.	0.40	Telephone conference with F. Petrie re plan timeline (.3); review exclusivity bridge order (.1).
06/16/23	Francis Petrie	1.80	Correspond with R. Jacobson re exclusivity bridge order (.3); arrange for filing re same (.7); correspond with J. Ryan, K&E team re plan revisions (.8).
06/16/23	Jimmy Ryan	6.00	Correspond with M. Reiney, K&E team re chapter 11 plan (.8); telephone conference with M. Koch re same (.2); review, revise same (3.8); review, analyze precedent re same (1.2).
06/17/23	Mike James Koch	0.30	Review, revise plan supplement (.2); correspond with M. Reiney re same (.1).
06/17/23	Brian Nakhaimousa	0.20	Review, revise plan supplement (.1); correspond with M. Koch re same (.1).
06/18/23	Rob Jacobson	3.60	Review, revise exhibits to disclosure statement order (1.8); research, review precedent re same (1.2); correspond with B. Nakhaimousa re same (.6).
06/19/23	Mike James Koch	0.70	Review, revise disclosure statement motion exhibits (.5); correspond with B. Nakhaimousa re same (.1); correspond with C. Okike re plan, disclosure statement (.1).
06/19/23	Brian Nakhaimousa	0.70	Review, revise disclosure statement exhibits (.6); correspond with M. Koch re same (.1).
06/19/23	Christine A. Okike, P.C.	6.90	Review and revise plan (3.9); review, revise disclosure statement (3.0).
06/19/23	Isabella J. Paretti	1.60	Review, revise reply re disclosure statement.
06/19/23	Jimmy Ryan	0.20	Correspond with M. Reiney, K&E team re chapter 11 plan (.1); review, revise same (.1).
06/20/23	Mike James Koch	0.20	Conference with F. Petrie, K&E team re plan, disclosure statement.
06/20/23	Brian Nakhaimousa	0.20	Correspond with M. Koch re disclosure statement motion exhibits.
06/20/23	Christine A. Okike, P.C.	1.00	Review, revise liquidation analysis (.5); telephone conference with F. Petrie, K&E team re plan (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Isabella J. Paretti	0.60	Review Committee objections re disclosure statement (.5); conference with B. Nakhaimousa re same (.1).
06/20/23	Francis Petrie	3.30	Telephone conference with C. Okike, K&E team re plan and disclosure statement structuring (.5); correspond with Company re professional fee obligations (.6); review, analyze summary re waterfall analysis (1.4); correspond with Brown Rudnick re plan issues (.8).
06/20/23	Margaret Reiney	0.50	Correspond with J. Ryan, K&E team re plan, disclosure statement.
06/20/23	Jimmy Ryan	9.00	Correspond with M. Reiney, K&E team re chapter 11 plan (.8); review, revise same (3.9); further revise same (3.0); review, analyze precedent re same (1.3).
06/21/23	Mike James Koch	0.40	Correspond with J. Ryan, K&E team re plan, disclosure statement considerations, critical workstreams (.1); review, revise disclosure statement motion exhibits (.3).
06/21/23	Brian Nakhaimousa	0.80	Conference with F. Petrie, K&E team re plan, disclosure statement, next steps (.5); review, revise confirmation workstreams summary (.3).
06/21/23	Francis Petrie	6.70	Conference with J. Ryan, K&E team re Plan (.5); telephone conference with M. Reiney, R. Jacobson re confirmation workstreams (.5); review and revise plan; correspond with BRG re claims sizing (.4); correspond with BRG re stock treatment and liquidation analysis assumptions (.7); review, analyze documents re same (1.6); correspond with J. Ryan re same (1.7); correspond with A. Sexton, K&E team re disclosure statement language (1.3).
06/21/23	Margaret Reiney	0.60	Correspond with F. Petrie, K&E team re plan.
06/21/23	Jimmy Ryan	4.70	Correspond with F. Petrie, K&E team re chapter 11 plan (1.7); conference with F. Petrie, K&E team re same (.5); review, analyze precedent re same (1.2); review, revise same (.2); research re absolute priority rule (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/22/23	Mike James Koch	0.20	Review, revise disclosure statement exhibits (.1); correspond with R. Jacobson re same (.1).
06/22/23	Francis Petrie	4.40	Review and revise disclosure statement (3.8); review, revise 9019 order (.6).
06/22/23	Jimmy Ryan	2.10	Review, revise chapter 11 plan (.3); correspond with F. Petrie and M. Reiney re same (.4); research re same (1.4).
06/23/23	Brian Nakhaimousa	0.60	Draft summary table re opt outs and plan considerations (.4); correspond with M. Reiney, K&E team re same (.2).
06/23/23	Matt Pacey, P.C.	1.00	Review and revise disclosure statement.
06/23/23	Isabella J. Paretti	1.90	Review, revise reply re disclosure statement (1.6); conference with B. Nakhaimousa re same (.3).
06/23/23	Francis Petrie	1.60	Review and revise plan, solicitation materials re release provision.
06/23/23	Jimmy Ryan	0.80	Review, revise chapter 11 plan (.5); correspond with F. Petrie, K&E team re same (.3).
06/24/23	Trevor Eck	1.60	Draft declaration in support of disclosure statement, exclusivity.
06/24/23	Rob Jacobson	2.60	Review, revise ballots, disclosure statement order, related proposed filings (1.2); review, revise responsive pleadings re disclosure statement, exclusivity motion (.7); review, analyze status of key plan, disclosure statement workstreams (.7).
06/24/23	Brian Nakhaimousa	3.00	Review, revise disclosure statement exhibits and proposed form of order.
06/24/23	Isabella J. Paretti	2.40	Review, revise reply re disclosure statement (2.1); correspond with R. Jacobson re same (.2); correspond with B. Nakhaimousa re same (.1).
06/24/23	Jimmy Ryan	1.90	Review, revise chapter 11 plan (1.5); correspond with F. Petrie, K&E team re same (.4).
06/25/23	Trevor Eck	0.70	Draft notice of revised disclosure statement order.
06/25/23	Rob Jacobson	1.70	Review, revise disclosure statement motion exhibits (1.4); correspond with B. Nakhaimousa re same (.1); review, analyze solicitation considerations (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/25/23	Mike James Koch	2.30	Review, revise disclosure statement (.9); correspond with M. Reiney, F. Petrie re same (.2); further review, revise disclosure statement (.7); correspond with F. Petrie, K&E team re same (.3); review, revise disclosure statement motion exhibits (.1); correspond with B. Nakhaimousa re same (.1).
06/25/23	Brian Nakhaimousa	1.70	Correspond with Kroll re disclosure statement motion exhibits (.1); review and revise same (1.6).
06/25/23	Isabella J. Paretti	0.60	Review, revise reply re disclosure statement.
06/25/23	Margaret Reiney	1.20	Correspond with J. Ryan, K&E team re plan (.5); review, revise plan (.4); review correspondence re same (.3).
06/25/23	Jimmy Ryan	1.50	Conference with F. Petrie, K&E team re chapter 11 plan and disclosure statement (.3); review, revise chapter 11 plan (.5); correspond with M. Reiney, K&E team re same (.7).
06/26/23	Trevor Eck	6.00	Draft notices of revised plan and disclosure statement (2.2); correspond with R. Jacobson re same (.1); review, revise disclosure statement order (.2); research re solicitation (1.6); research re third-party releases (.6); review, revise cover letter (1.3).
06/26/23	Rob Jacobson	5.30	Review, revise disclosure statement order exhibits (1.4); review, revise cover letter (.8); review, analyze plan, disclosure statement (.6); review, revise disclosure statement order (.7); conferences with F. Petrie, M. Reiney re plan, disclosure statement status, related workstreams (.3); review, revise ballots (1.2); research, review precedent re same (.3).
06/26/23	Mike James Koch	1.70	Review, revise disclosure statement (1.5); correspond with F. Petrie, C. Okike, K&E team re same (.2).
06/26/23	Brian Nakhaimousa	3.20	Review, revise disclosure statement motion exhibits (2.9); correspond with R. Jacobson, K&E team, Kroll re same (.3).
06/26/23	Christine A. Okike, P.C.	3.10	Review and revise plan.
06/26/23	Isabella J. Paretti	0.90	Conference with B. Nakhaimousa re disclosure statement considerations (.2); research re same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Francis Petrie	8.70	Correspond with Cole Schotz re case calendar and hearings (.5); telephone conferences with Company re disclosure statement contents (.6); review and revise disclosure statement (3.2); review and analyze settlement order and motion (2.5); office conferences with R. Jacobson, K&E team re deal documents (.3); review and revise plan (.9); review and revise disclosure statement order exhibits (.7).
06/26/23	Margaret Reiney	2.30	Review, revise plan (.8); correspond with J. Ryan, K&E team re same (.6); review, revise disclosure statement (.5); correspond with K&E team, M. Koch re same (.4).
06/26/23	Jimmy Ryan	3.40	Correspond with F. Petrie, K&E team re 9019 settlement agreement (.2); review, revise same (.2); research re consensual third-party releases (.5); review, revise chapter 11 plan (1.6); correspond with F. Petrie, K&E team re same (.9).
06/26/23	Michael B. Slade	1.60	Review and revise disclosure statement.
06/26/23	Josh Sussberg, P.C.	0.50	Correspond with Company re plan and disclosure statement (.1); telephone conference with M3 re same (.2); telephone conference with BRG re same (.2).
06/27/23	Trevor Eck	5.20	Research re solicitation standards (1.1); review, revise disclosure statement order (1.5); review, revise exhibits re same (1.2); review, revise notices of revised plan and disclosure statement (1.4).
06/27/23	Rob Jacobson	6.60	Review, revise ballots, exhibits, cover note re plan, disclosure statement filings (1.3); research re same (1.2); correspond with Company re same (.3); review, analyze solicitation process, issues (1.5); conference with B. Nakhaimousa, Kroll re same (.6); review, revise notices of filing revised plan, disclosure statement documents (.9); review, revise plan, disclosure statement re filing versions (.7); correspond with Cole Schotz team re filing of plan, disclosure statement (.1).
06/27/23	Mike James Koch	6.40	Review, revise disclosure statement (3.9); correspond with C. Okike, K&E team re same (.4); review, analyze caselaw, precedent re same (2.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/27/23	Brian Nakhaimousa	2.40	Conference with Kroll, R. Jacobson re solicitation (.6); review, revise disclosure statement motion exhibits (1.8).
06/27/23	Christine A. Okike, P.C.	5.80	Review, revise plan (1.5); review, revise disclosure statement (3.2); review, revise ballots (.3); telephone conference with JPLs, Walkers, Haynes and Boone, F. Petrie, and K&E team re plan (.8).
06/27/23	Anne G. Peetz	2.10	Review, revise plan.
06/27/23	Francis Petrie	15.90	Review and revise plan documents (3.9); conferences with M. Reiney, K&E team re same (.6); telephone conferences with C. Okike, K&E team, BRG re next steps (.8); review and revise recovery and disclosure statement analysis (3.8); correspond with R. Jacobson, K&E team re solicitation strategy and timing (.3); further revise plan, disclosure statement (3.9); review, revise solicitation materials (2.6).
06/27/23	Francis Petrie	0.90	Telephone conference with Walkers, JPLs, C. Okike, K&E team re plan (.8); revise plan re discussion of international issues (.1).
06/27/23	Margaret Reiney	2.40	Review, revise disclosure statement (1.1); review, revise plan (.7); conference with F. Petrie, K&E team re same (.6).
06/27/23	Jimmy Ryan	2.50	Correspond with M. Reiney, K&E team re chapter 11 plan (.6); review, revise same (1.9).
06/27/23	Michael B. Slade	2.10	Review and revise disclosure statement.
06/27/23	Josh Sussberg, P.C.	0.40	Correspond with Haynes and Boone re plan status (.1); telephone conference with M3 re same (.2); correspond with Company re revised plan and disclosure statement (.1).
06/28/23	Cade C. Boland	1.50	Review disclosure statement.
06/28/23	Trevor Eck	2.80	Review, revise disclosure statement order exhibits (1.8); review, revise notice re same (.5); research precedent re exclusivity (.5).
06/28/23	Rob Jacobson	1.10	Review, revise proposed filing disclosure statement (.9); correspond with M. Reiney, F. Petrie, K&E team re Committee objection, plan and disclosure statement filings (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/28/23	Mike James Koch	2.60	Review, revise disclosure statement (2.2); correspond with F. Petrie, K&E team re same (.2); prepare same for filing (.2).
06/28/23	Sarah R. Margolis	1.10	Draft stipulation re SEC settlement (.7); correspond with F. Petrie re same (.2); correspond with Cole Schotz re same (.2).
06/28/23	Brian Nakhaimousa	0.70	Conference with I. Paretti re disclosure statement reply.
06/28/23	Anne G. Peetz	1.00	Review and revise disclosure statement.
06/28/23	Jimmy Ryan	2.30	Review, revise chapter 11 plan (1.7); prepare to file same (.6).
06/28/23	Michael B. Slade	1.90	Telephone conference with C. Okike, F. Petrie re briefing and draft outline re exclusivity.
06/29/23	Trevor Eck	1.00	Review, revise disclosure statement order, exhibits.
06/29/23	Richard U. S. Howell, P.C.	1.00	Prepare for and attend conference to develop litigation strategy in advance of confirmation hearing (.6); review correspondence re claims settlements and discussions with Committee (.4).
06/29/23	Rob Jacobson	3.00	Review, revise disclosure statement order (1.2); review, revise exhibits re same (1.8).
06/29/23	Mike James Koch	0.70	Conference with F. Petrie, K&E team re exclusivity, strategic considerations.
06/29/23	Sarah R. Margolis	1.30	Research case law re exclusivity.
06/29/23	Brian Nakhaimousa	3.50	Review, analyze precedent, considerations re disclosure statement reply.
06/29/23	Christine A. Okike, P.C.	1.90	Review solicitation materials.
06/29/23	Matt Pacey, P.C.	1.00	Review and revise disclosure statement.
06/29/23	Anne G. Peetz	0.50	Correspond with C. Okike re SEC comments to disclosure statement.
06/29/23	Francis Petrie	5.80	Telephone conference with Company team re exclusivity cross-motion objection (.7); review case law and related communications re same (1.7); review, analyze objection case law, cross-motion research (3.4).
06/29/23	Francis Petrie	1.80	Telephone conference with company re communications strategy and plan (.7); review case law re solicitation status (1.1).
06/29/23	Michael B. Slade	2.30	Review, revise reply re exclusivity.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Trevor Eck	1.60	Review, revise disclosure statement order exhibits (1.4); correspond with B. Nakhaimousa, K&E team re same (.2).
06/30/23	Rob Jacobson	4.60	Review, revise amended disclosure statement exhibits (3.9); correspond with B. Nakhaimousa, K&E team re same (.2); correspond with Company re same (.1); review, revise cover letter (.4).
06/30/23	Sarah R. Margolis	0.30	Telephone conference with C. Morris re UCC motion.
06/30/23	Brian Nakhaimousa	2.10	Review, revise disclosure statement motion exhibits (1.6); correspond with T. Eck, R. Jacobson re same (.2); conferences with BRG re plan solicitation (.3).
06/30/23	Christine A. Okike, P.C.	2.40	Review and revise solicitation package.
06/30/23	Christine A. Okike, P.C.	0.50	Telephone conference with SEC re plan.
06/30/23	Christine A. Okike, P.C.	0.50	Correspond with F. Petrie, K&E team re same.
06/30/23	Matt Pacey, P.C.	1.50	Review and revise disclosure statement.
06/30/23	Anne G. Peetz	2.30	Prepare for telephone conference with SEC re plan comments (1.3); telephone conference with SEC re same (.7); correspond with Company re same (.3).
Total		270.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082783
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 2,220.00

Total legal services rendered

\$ 2,220.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christine A. Okike, P.C.	1.20	1,850.00	2,220.00
TOTALS	1.20		\$ 2,220.00

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082783

BlockFi Inc.

Matter Number:

54119-19

International Issues

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/23	Christine A. Okike, P.C.	0.40	Telephone conference with JPLs, Company, Walkers, Haynes and Boone and K&E teams re international key work streams.
06/29/23	Christine A. Okike, P.C.	0.80	Telephone conference with JPLs, Company, Walkers, Haynes and Boone and K&E teams re international key work streams.
Total		1.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082784
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 44,537.50

Total legal services rendered

\$ 44,537.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	0.40	735.00	294.00
Julia R. Foster	3.30	480.00	1,584.00
Susan D. Golden	2.50	1,475.00	3,687.50
David Hackel	9.10	735.00	6,688.50
Rob Jacobson	11.80	1,155.00	13,629.00
Mike James Koch	2.00	735.00	1,470.00
Sarah R. Margolis	5.10	995.00	5,074.50
Francis Petrie	7.30	1,295.00	9,453.50
Margaret Reiney	2.30	1,155.00	2,656.50
TOTALS	43.80		\$ 44,537.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	David Hackel	0.30	Review, revise invoice re privilege, confidentiality.
06/01/23	Rob Jacobson	3.30	Review, revise K&E invoice re privilege and confidentiality.
06/01/23	Sarah R. Margolis	0.40	Review, revise invoice re privilege, confidentiality.
06/01/23	Margaret Reiney	1.10	Review, revise K&E invoice re privilege and confidentiality.
06/02/23	Sarah R. Margolis	1.00	Review, revise monthly fee statement cover sheet.
06/02/23	Margaret Reiney	1.20	Review, revise K&E invoice re privilege and confidentiality.
06/05/23	Sarah R. Margolis	0.70	Conference with I. Paretti, working group re K&E invoice review re privilege and confidentiality (.5); prepare for same (.2).
06/06/23	Rob Jacobson	2.00	Review, revise K&E invoice re privilege and confidentiality.
06/07/23	Julia R. Foster	1.60	Coordinate re NJ attorney registration re R. Howell, C. Boland, K. Welch, F. Petrie.
06/07/23	Rob Jacobson	3.50	Review, revise K&E invoice re privilege and confidentiality.
06/07/23	Mike James Koch	0.50	Review, revise cover sheet re K&E monthly fee statement.
06/08/23	Rob Jacobson	2.00	Review, revise K&E invoice re privilege and confidentiality.
06/10/23	Susan D. Golden	2.50	Review, revise K&E invoice for privilege and confidentiality.
06/10/23	Sarah R. Margolis	0.20	Review, revise K&E invoice re privilege and confidentiality.
06/11/23	David Hackel	0.70	Review, revise K&E invoice re privilege and confidentiality.
06/11/23	Sarah R. Margolis	0.70	Review, revise K&E invoice re privilege and confidentiality.
06/12/23	David Hackel	2.80	Research re K&E invoice re privilege and confidentiality, fee examiner, related filings, fee examiner memorandum (.8); review, analyze same (.9); revise e-mail memorandum re same (1.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/12/23	Rob Jacobson	1.00	Review, revise K&E invoice re privilege and confidentiality.
06/12/23	Sarah R. Margolis	0.50	Review, revise K&E invoice re confidentiality considerations.
06/12/23	Francis Petrie	0.90	Review and revise K&E invoice re privilege and confidentiality.
06/21/23	David Hackel	0.80	Review, analyze correspondence from S. Golden, K&E team re fee examiner, fee examiner comments re K&E invoice, expense reports re same.
06/21/23	Francis Petrie	2.20	Review, revise K&E invoice re privilege and confidentiality.
06/22/23	Mike James Koch	1.50	Review, analyze K&E expenses, supporting documentation re fee examiner inquiries.
06/22/23	Francis Petrie	3.90	Review, revise K&E invoice re privilege and confidentiality.
06/23/23	Trevor Eck	0.40	Review, analyze K&E expenses, supporting documentation re fee examiner inquiries (.3); correspond with S. Margolis, K&E team re same (.1).
06/23/23	David Hackel	2.80	Review, analyze correspondence from R. Jacobson, S. Margolis, K&E team re fee examiner, related inquiries (.4); review, revise expense summary re same (.5); review, analyze expense reports, supporting documentation re same (1.9).
06/25/23	Sarah R. Margolis	0.60	Review, revise K&E invoice re privilege and confidentiality.
06/26/23	David Hackel	1.70	Review, revise fee examiner response tracker (.8); review, analyze expense report re same (.9).
06/26/23	Francis Petrie	0.30	Review K&E response re fee examiner inquiries.
06/27/23	Julia R. Foster	1.70	Review and revise K&E monthly fee statement (.8); prepare same for filing (.6); correspond with Cole Schotz re filing re same (.3).
06/27/23	Sarah R. Margolis	1.00	Review, revise K&E monthly fee statement for privilege and confidentiality.
Total		43.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082785
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 12,797.50

Total legal services rendered

\$ 12,797.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.30	735.00	955.50
Julia R. Foster	0.40	480.00	192.00
Susan D. Golden	0.90	1,475.00	1,327.50
Rob Jacobson	0.90	1,155.00	1,039.50
Mike James Koch	4.60	735.00	3,381.00
Sarah R. Margolis	3.10	995.00	3,084.50
Brian Nakhaimousa	0.70	995.00	696.50
Isabella J. Paretti	2.10	735.00	1,543.50
Margaret Reiney	0.50	1,155.00	577.50
TOTALS	14.50		\$ 12,797.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Trevor Eck	0.40	Correspond with Cole Schotz, Deloitte, R. Jacobson, K&E team re Deloitte retention, U.S. Trustee comments.
06/02/23	Sarah R. Margolis	0.20	Review, revise fee examiner order (.1); draft summary re same (.1).
06/06/23	Susan D. Golden	0.40	Correspond with proposed fee examiner re status conference.
06/06/23	Mike James Koch	0.20	Correspond with Berkeley Research Group, Moelis re supplemental declaration considerations.
06/07/23	Mike James Koch	0.70	Correspond with Berkeley Research Group, Moelis re supplemental declaration considerations (.4); correspond with R. Jacobson, B. Nakhaimousa re same (.3).
06/07/23	Sarah R. Margolis	0.80	Draft summary re proposed fee examiner order.
06/09/23	Susan D. Golden	0.50	Telephone conference with proposed fee examiner, F. Petrie, M. Reiney re fee examiner expectations and protocols.
06/09/23	Margaret Reiney	0.50	Telephone conference with proposed fee examiner, F. Petrie, S. Golden re fee examiner expectations and protocols.
06/12/23	Mike James Koch	0.30	Correspond with Berkeley Research Group, Moelis re supplemental declarations.
06/13/23	Trevor Eck	0.70	Draft certificate of no objection re Moelis monthly fee statement (.5); correspond with R. Jacobson, K&E team, Moelis re same (.2).
06/13/23	Mike James Koch	0.10	Correspond with Berkeley Research Group re supplemental declaration.
06/14/23	Mike James Koch	0.10	Correspond with Moelis re supplemental declaration.
06/16/23	Mike James Koch	0.20	Review, analyze supplemental Moelis declaration (.1); correspond with B. Nakhaimousa, K&E team re same (.1).
06/19/23	Mike James Koch	0.80	Correspond with Berkeley Research Group, Moelis re supplemental declarations (.1); conference with Moelis re same (.3); review, revise Berkeley Research Group, Moelis supplemental declarations (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/19/23	Sarah R. Margolis	0.30	Correspond with F. Petrie, Company re McCarter & English invoices.
06/20/23	Trevor Eck	0.20	Review, analyze Deloitte retention order.
06/20/23	Mike James Koch	0.10	Correspond with Berkeley Research Group re supplemental declaration.
06/20/23	Brian Nakhaimousa	0.20	Correspond with Deloitte, Cole Schotz re Deloitte supplemental declaration.
06/23/23	Sarah R. Margolis	1.50	Review, analyze fee examiner issues (1.0); draft summary responses re same (.3); telephone conference with D. Hackel, T. Eck re same (.2).
06/26/23	Mike James Koch	0.50	Review, revise Moelis, Berkeley Research Group supplemental declarations (.3); correspond with R. Jacobson, Moelis, Berkeley Research Group re same (.1); conference with Berkeley Research Group re same (.1).
06/26/23	Sarah R. Margolis	0.30	Review, analyze fee examiner responses (.2); correspond with D. Hackel re same (.1).
06/28/23	Julia R. Foster	0.40	Compile Committee filed fee statements.
06/29/23	Mike James Koch	1.60	Review, analyze UCC fee applications, UCC monthly fee statements (1.1); draft tracker re same (.2); correspond with S. Margolis, K&E team re same (.3).
06/30/23	Rob Jacobson	0.90	Review, analyze Berkeley Research Group staffing report (.8); correspond with Cole Schotz re filing re same (.1).
06/30/23	Brian Nakhaimousa	0.50	Review Moelis monthly fee statement (.3); correspond with Moelis re same (.1); conference with Moelis re same (.1).
06/30/23	Isabella J. Paretti	2.10	Review, revise summary re professionals' fees (1.3); correspond with S. Margolis re same (.1); research 327 professionals re same (.2); review Berkeley Research Group fee statements (.5).
Total		14.50	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082787
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 14,395.50

Total legal services rendered

\$ 14,395.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	6.20	1,155.00	7,161.00
Michael B. Slade	3.90	1,855.00	7,234.50
TOTALS	10.10		\$ 14,395.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/04/23	Michael B. Slade	1.30	Travel from Chicago, IL to New York, NY for mediation (billed at half time).
06/07/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re mediation (billed at half time).
06/23/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re mediation (billed at half time).
06/26/23	Rob Jacobson	3.20	Travel from Chicago, IL to New York, NY re revised disclosure statement, plan documentation, and filing re same (billed at half time).
06/28/23	Rob Jacobson	3.00	Travel from New York, NY to Chicago, IL re revised disclosure statement, plan documentation and filing re same (billed at half time).
Total		10.10	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082788
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 4,950.50

Total legal services rendered

\$ 4,950.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Susan D. Golden	0.40	1,475.00	590.00
Rob Jacobson	3.00	1,155.00	3,465.00
Sarah R. Margolis	0.90	995.00	895.50
TOTALS	4.30		\$ 4,950.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Susan D. Golden	0.40	Correspond with F. Petrie re redaction questions raised by U.S. Trustee (.2); review supporting documentation re same (.2).
06/22/23	Rob Jacobson	3.00	Review, comment on monthly operating reports (2.8); correspond with S. Margolis, Berkeley Research Group team re same (.2).
06/22/23	Sarah R. Margolis	0.90	Review, revise monthly operating reports (.7); correspond with R. Jacobson re same (.1); correspond with Berkeley Research Group re same (.1).
Total		4.30	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082789
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 60,856.00

Total legal services rendered

\$ 60,856.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	23.50	1,605.00	37,717.50
Christine A. Okike, P.C.	7.70	1,850.00	14,245.00
Francis Petrie	3.00	1,295.00	3,885.00
Michael B. Slade	2.70	1,855.00	5,008.50
TOTALS	36.90		\$ 60,856.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Bob Allen, P.C.	1.10	Conference with M. Slade re regulatory matters (.1); review documents from Department of Justice re FTX information requests (1.0).
06/01/23	Michael B. Slade	0.60	Correspond with A. Schrader re regulatory inquiries (.2); review document production re same (.4).
06/02/23	Christine A. Okike, P.C.	0.30	Correspond with SEC re coin analysis.
06/04/23	Christine A. Okike, P.C.	0.90	Analyze regulatory issues.
06/05/23	Christine A. Okike, P.C.	1.40	Review and revise stipulation with SEC.
06/06/23	Christine A. Okike, P.C.	0.50	Telephone conference with SEC re plan.
06/08/23	Christine A. Okike, P.C.	1.50	Conference with SEC re plan (1.0); follow up with SEC re customer claims (.5).
06/09/23	Bob Allen, P.C.	1.50	Correspond with California regulator re information requests (.8); conference with M. Slade re same (.2); conference with Company re same (.5).
06/09/23	Michael B. Slade	0.20	Correspond with B. Allen, K&E team re 3AC.
06/12/23	Bob Allen, P.C.	0.10	Conference with M. Slade re Department of Justice witness requests.
06/13/23	Bob Allen, P.C.	2.10	Conference with Company re regulatory issues (.5); revise talking points re state regulatory issues (1.0); review underlying materials re same (.4); conference with M. Slade re Department of Justice strategy (.2).
06/14/23	Bob Allen, P.C.	0.40	Revise talking points re California regulators.
06/15/23	Bob Allen, P.C.	3.20	Conference with various State regulators re regulatory (.6); review materials re preparation re same (.6); correspond with Company re same (.3); review documents re FTX interactions (1.3); draft presentation for Department of Justice re same (.4).
06/16/23	Bob Allen, P.C.	1.10	Conference with Company re State regulator investigation (.5); draft talking points re conference with Department of Justice (.6).
06/19/23	Bob Allen, P.C.	2.50	Draft talking points re conference with Department of Justice re FTX representations.
06/20/23	Bob Allen, P.C.	0.20	Conference with M. Slade re talking points re state regulatory matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/21/23	Bob Allen, P.C.	1.20	Conference with Department of Justice re FTX and Alameda interactions (.6); review materials re preparation re same (.2); conference with M. Slade re same (.2); correspond with Company re same (.2).
06/21/23	Christine A. Okike, P.C.	0.60	Review and revise SEC stipulation (.3); correspond with SEC re same (.3).
06/21/23	Francis Petrie	1.60	Correspond with Haynes and Boone re state claim reconciliation (.5); correlate data re same (.4); correspond with B. Allen, K&E team re state claim process (.2); correspond with Company, SEC re stipulation re same (.5).
06/21/23	Michael B. Slade	1.90	Review, analyze regulatory materials re conference with Department of Justice (1.5); conference with Department of Justice re same (.4).
06/22/23	Bob Allen, P.C.	2.40	Draft talking points re state regulator telephone conference (2.3); correspond with various state regulators re same (.1).
06/22/23	Francis Petrie	1.40	Finalize and file SEC stipulation.
06/25/23	Bob Allen, P.C.	1.80	Revise talking points re state regulatory considerations (1.1); review underlying materials re same (.7).
06/27/23	Bob Allen, P.C.	1.20	Conference with Company re regulatory investigations (.5); revise talking point to state BPY talking points (.7).
06/27/23	Christine A. Okike, P.C.	0.20	Analyze regulatory issues re plan.
06/28/23	Bob Allen, P.C.	1.60	Revise talking points re conference with state regulators (.8); review of underlying materials re same (.6); conference M. Slade re Department of Justice inquires (.2).
06/28/23	Christine A. Okike, P.C.	0.50	Analyze SEC plan issues.
06/29/23	Bob Allen, P.C.	2.20	Conference with regulators re state issue (1.3); conference with Company re Department of Justice request (.3); correspond with Company, C. Reum re same (.3); analyze Department of Justice requests re 3AC (.3).
06/29/23	Christine A. Okike, P.C.	1.60	Correspond with M. Pacey, A. Peetz re securities matters (.5); analyze SEC plan issues (.8); correspond with Company re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/30/23	Bob Allen, P.C.	0.90	Correspond with Company re regulatory considerations (.2); conference with Company re regulatory updates and requests (.5); correspond with states re regulatory issues and related documents (.2).
06/30/23	Christine A. Okike, P.C.	0.20	Correspond with J. M. Pacey and A. Peetz re securities matters.
Total		36.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082790
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 93,589.00

Total legal services rendered

\$ 93,589.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	1.90	1,605.00	3,049.50
Cade C. Boland	14.10	985.00	13,888.50
Megan Buenviaje	0.20	475.00	95.00
Casey McGushin	12.10	1,415.00	17,121.50
Michael B. Slade	31.00	1,855.00	57,505.00
Katie J. Welch	1.70	1,135.00	1,929.50
TOTALS	61.00		\$ 93,589.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Michael B. Slade	0.60	Conference with Company re work in process re investigation matters.
06/05/23	Megan Buenviaje	0.20	Conference with K. Bleiweiss, K&E team re workflow status.
06/06/23	Cade C. Boland	0.50	Draft settlement letters.
06/06/23	Casey McGushin	0.70	Draft and revise demand letters re investigation issues (.5); correspond with M. Slade re same (.2).
06/06/23	Katie J. Welch	1.10	Review, analyze board conference minutes re investigation considerations (.9); correspond with M. Slade re same (.2).
06/08/23	Cade C. Boland	0.60	Conference with M. Slade, K&E team re investigation issues (.5); revise, review discovery requests re same (.1).
06/08/23	Casey McGushin	1.10	Review materials re proposed settlement terms (.6); conference with C. Boland, K&E team re settlement discussions (.5).
06/08/23	Michael B. Slade	1.10	Telephone conference with C. Boland, K&E team re investigation updates (.5); analyze settlement demands (.6).
06/08/23	Katie J. Welch	0.60	Conference with M. Slade, K&E team re investigation updates.
06/09/23	Casey McGushin	0.40	Review and revise discovery requests.
06/09/23	Michael B. Slade	1.20	Review term sheet re settlement.
06/10/23	Michael B. Slade	1.30	Review, revise term sheet re same.
06/11/23	Michael B. Slade	0.80	Review, revise term sheet re settlement.
06/13/23	Cade C. Boland	0.10	Review letters re potential settlement.
06/13/23	Michael B. Slade	1.20	Review, revise settlement proposals (1.0); correspond with C. McGushin re same (.2).
06/14/23	Bob Allen, P.C.	1.90	Analyze materials re Alameda proceedings.
06/14/23	Michael B. Slade	1.90	Review, analyze special committee demands re investigation and settlement (1.5); correspond with special committee re same (.4).
06/15/23	Casey McGushin	0.60	Review, analyze correspondences with Company re potential settlements (.4); correspond with M. Slade re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/15/23	Michael B. Slade	1.80	Correspond with C. McGushin re potential settlement re settlement proposals.
06/16/23	Michael B. Slade	1.80	Correspond with Company re potential settlements (1.0); conference with Company re same (.4); draft separation agreement (.4).
06/19/23	Michael B. Slade	1.60	Telephone conference with counsel for witness re investigation (.3); review, revise settlement proposals (1.3).
06/21/23	Michael B. Slade	3.20	Telephone conference with counsel for witness re investigation (.4); draft settlement summary re estate claims (2.8).
06/22/23	Casey McGushin	1.60	Draft settlement agreement (.8); draft summary chart re proposed settlement terms (.6); conference with M. Slade, Company re settlement (.2).
06/22/23	Michael B. Slade	2.60	Correspond with C. McGushin, Company re settlement (2.4); conference with M. McGushin, Company re same (.2).
06/23/23	Casey McGushin	0.30	Review, revise chart re potential settlement terms.
06/24/23	Casey McGushin	1.90	Draft proposed settlement agreement (1.0); revise proposed settlement agreement (.9).
06/25/23	Casey McGushin	2.40	Draft settlement agreement (1.0); revise settlement agreement section re insiders re 9019 motion considerations (1.1); conference with M. Slade, K&E team, Haynes and Boone, Cole Schotz re potential settlement (.3).
06/25/23	Michael B. Slade	1.10	Telephone conference with C. McGushin, K&E team, Cole Schotz, Haynes and Boone re settlement strategy (.3); review, revise letter to opposing counsel re settlement (.8).
06/26/23	Cade C. Boland	2.90	Review settlement agreement (.3); review confidentiality order re same (.3); conference with M. Slade, K&E team re investigation K&E (.3); revise memorandum re special committee findings (2.0).
06/26/23	Casey McGushin	0.90	Draft settlement agreement (.5); conference with M. Slade, K&E team re discovery re investigation mediation matters (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/26/23	Michael B. Slade	1.70	Conference with C. Boland, K&E team re investigation (.3); draft settlement agreement (1.1); correspond re protective order re same (.3).
06/27/23	Cade C. Boland	5.20	Draft summary re FTX banking report (1.3); revise special committee memorandum re investigation (3.9).
06/27/23	Michael B. Slade	1.80	Correspond with UCC re discovery requests re investigation (.4); conference with settlement parties re settlement draft (.9); review UCC pleadings (.5).
06/28/23	Michael B. Slade	0.70	Telephone conference with Haynes and Boone and Cole Schotz re investigation (.5); review subpoenas re investigation issues (.2).
06/29/23	Cade C. Boland	4.80	Conference with M. Slade, K&E team re investigation considerations (.4); revise memorandum re investigation (.5); review deposition transcripts re investigation re confidentiality designations (3.9).
06/29/23	Casey McGushin	0.40	Conference with M. Slade and K&E team re investigation and UCC filings.
06/29/23	Michael B. Slade	3.50	Conference with Company management counsel settlement agreements (.5); conference with C. McGushin, K&E team re settlement considerations (.3); review documents re investigation re de-designation of confidentiality (2.7).
06/30/23	Casey McGushin	1.80	Conference with Company re proposed settlement re investigation (.4); draft settlement and separation agreement (1.4).
06/30/23	Michael B. Slade	3.10	Review investigation-related documents re confidentiality considerations (1.7); review, revise proposed settlement agreement (.3); telephone conference with Company re subpoena, production considerations (1.1).
Total		61.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082791
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through June 30, 2023
(see attached Description of Expenses for detail)

\$ 49,236.45

Total expenses incurred

\$ 49,236.45

Description of Expenses

<u>Description</u>	<u>Amount</u>
Third Party Telephone Charges	8.00
Standard Copies or Prints	685.90
Color Copies or Prints	1,467.00
Outside Messenger Services	36.96
Travel Expense	1,800.00
Airfare	55.93
Transportation to/from airport	298.58
Travel Meals	185.49
Filing Fees	574.74
Outside Computer Services	31,820.99
Catering Expenses	7,444.00
Computer Database Research	464.00
Westlaw Research	1,993.59
LexisNexis Research	1,054.24
Overtime Transportation	150.17
Overtime Meals - Attorney	369.45
Overnight Delivery - Hard	554.01
Computer Database Research - Soft	273.40
Total	\$ 49,236.45

Description of Expenses

Third Party Telephone Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Michael B. Slade - in flight wifi, Travel to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	8.00
	Total	8.00

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/02/23	Standard Copies or Prints	240.00
06/02/23	Standard Copies or Prints	15.40
06/04/23	Standard Copies or Prints	14.30
06/04/23	Standard Copies or Prints	163.80
06/05/23	Standard Copies or Prints	2.20
06/07/23	Standard Copies or Prints	1.20
06/22/23	Standard Copies or Prints	6.70
06/23/23	Standard Copies or Prints	161.00
06/26/23	Standard Copies or Prints	0.50
06/28/23	Standard Copies or Prints	4.40
06/29/23	Standard Copies or Prints	13.10
06/29/23	Standard Copies or Prints	4.00
06/29/23	Standard Copies or Prints	58.80
06/30/23	Standard Copies or Prints	0.50
	Total	685.90

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/02/23	Color Copies or Prints	28.50
06/02/23	Color Copies or Prints	246.00
06/04/23	Color Copies or Prints	33.00
06/04/23	Color Copies or Prints	497.50
06/05/23	Color Copies or Prints	62.00
06/14/23	Color Copies or Prints	66.00
06/23/23	Color Copies or Prints	257.50
06/27/23	Color Copies or Prints	38.50
06/27/23	Color Copies or Prints	1.00
06/28/23	Color Copies or Prints	3.00
06/29/23	Color Copies or Prints	5.50
06/29/23	Color Copies or Prints	136.50
06/30/23	Color Copies or Prints	91.50
06/30/23	Color Copies or Prints	0.50
	Total	1,467.00

Outside Messenger Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/03/23	Comet Messenger Service Inc - (Package) delivered from Chicago Office to Slade home.	36.96
	Total	36.96

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Michael B. Slade - Lodging 1 of 3 nights, New York, NY, Travel to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	600.00
06/05/23	Michael B. Slade - Lodging 2 of 3 nights, New York, NY, Travel to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	600.00
06/06/23	Michael B. Slade - Lodging 3 of 3 nights, New York, NY, Travel to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	600.00
	Total	1,800.00

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/06/23	Michael B. Slade - Airfare (Coach), one way trip from New York, NY to Chicago, IL, Coach, Travel for Company mediation from June 4, 2023 through June 7, 2023. This line item reflects the difference paid for the first return flight exchange. The second return flight exchange was an even exchange.	55.93
	Total	55.93

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Michael B. Slade - one way car from Slade home to Chicago Airport for Company mediation from June 4, 2023 through June 7, 2023.	34.79
06/07/23	Michael B. Slade - one way car from hotel to New York Airport for Company mediation from June 4, 2023 through June 7, 2023.	101.25
06/07/23	Michael B. Slade - one way car from Chicago Airport to Chicago office for Company mediation from June 4, 2023 through June 7, 2023.	112.54
06/09/23	Vital Transportation Services Inc – Michael Slade, one way car from New York office to New York Airport for Company meetings and mediation.	50.00
	Total	298.58

Legal Services for the Period Ending June 30, 2023

Invoice Number:

1050082791

BlockFi Inc.

Matter Number:

54119-27

Expenses

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/04/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	60.00
06/05/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	52.97
06/06/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	60.00
06/07/23	Michael B. Slade - Travel Meals, Chicago, IL to New York, NY for Company mediation from June 4, 2023 through June 7, 2023.	12.52
	Total	185.49

Filing Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/06/23	Julia R. Foster - Julia R. Foster, Filing Fees, Pro hac payment to NJ Attorney Fund for Client Protection - 06/06/2023	287.37
06/07/23	Julia R. Foster - Julia R. Foster, Filing Fees, 2023 NJ Attorney Fund payment for Francis Petrie, 06/07/2023	287.37
	Total	574.74

Outside Computer Services

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/20/23	Deloitte Transactions and Business Analytics LLP - Discovery Services Project Hound April 2023.	31,820.99
	Total	31,820.99

Catering Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	FLIK - BlockFi Inc.6/23/2023	140.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	336.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	300.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	270.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	144.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	18.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	80.00
06/01/23	FLIK - BlockFi Inc.6/26/2023	72.00
06/01/23	FLIK - BlockFi Inc.6/27/2023	96.00
06/01/23	FLIK - BlockFi Inc.6/27/2023	64.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	480.00
06/01/23	FLIK - BlockFi Inc.6/26/2023	48.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	72.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	360.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	80.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	80.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	360.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	24.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	140.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	240.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	600.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	140.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	240.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	250.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	360.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	168.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	108.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	240.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	720.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	250.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	96.00
06/01/23	FLIK - BlockFi Inc.6/5/2023	240.00
06/01/23	FLIK - BlockFi Inc.6/23/2023	250.00
06/01/23	FLIK - BlockFi Inc.6/6/2023	360.00

06/01/23	FLIK - BlockFi Inc.6/6/2023	18.00
	Total	7,444.00

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Jimmy Ryan	146.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Brian Nakhaimousa	20.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by Sarah Margolis	93.00
06/16/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 05/2023 by David Hackel	205.00
	Total	464.00

Westlaw Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/02/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tremblay, Chloe on 6/2/2023	57.22
06/05/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tremblay, Chloe on 6/5/2023	95.35
06/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Tremblay, Chloe on 6/6/2023	95.35
06/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 6/6/2023	38.15
06/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Comiskey, Aislinn on 6/6/2023	38.15
06/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Comiskey, Aislinn on 6/7/2023	38.15
06/08/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 6/8/2023	114.43
06/12/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 6/12/2023	152.57
06/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Ryan, Jimmy on 6/21/2023	160.70
06/26/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caputo, Joseph on 6/26/2023	351.85
06/27/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caputo, Joseph on 6/27/2023	87.96
06/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by O'Flaherty, Connor on 6/28/2023	234.29
06/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Caputo, Joseph on 6/28/2023	70.37
06/28/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 6/28/2023	38.15
06/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 6/29/2023	166.17
06/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Eck, Trevor Timothy on 6/29/2023	6.06
06/29/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 6/29/2023	38.15

06/30/23	THOMSON REUTERS - WEST PUBLISHING CORP -	210.52
	WESTLAW Research Charges by Koch, Michael on 6/30/2023	
	Total	1,993.59

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/1/2023 by Chloe Tremblay	93.63
06/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/1/2023 by Aislinn Comiskey	155.14
06/01/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/1/2023 by Christina Aldime	62.42
06/05/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/5/2023 by Christina Aldime	31.20
06/05/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/5/2023 by Aislinn Comiskey	206.87
06/06/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/6/2023 by Sarah Margolis	289.79
06/07/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/7/2023 by Christina Aldime	31.20
06/21/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/21/2023 by Jimmy Ryan	28.85
06/29/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/29/2023 by Sarah Margolis	103.43
06/30/23	RELX Inc DBA LexisNexis - LexisNexis Research on 6/30/2023 by Michael Koch	51.71
	Total	1,054.24

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/05/23	Francis Petrie - Taxi, OT car transfer from office to home.	14.90
06/05/23	Josh Sussberg, P.C. - Uber, OT car transfer from office to home.	107.47
	06/05/2023	
06/06/23	Sarah R. Margolis - Taxi, OT car transfer from office to home.	27.80
	06/06/2023	
	Total	150.17

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	Sarah R. Margolis 06/01/2023 OT Meal	12.37
06/05/23	Margaret Reiney 06/05/2023 OT Meal with -J. Ryan, I. Paretti, M. Koch, B. Nakhaimousa, S. Margolis, and R. Jacobson,	280.00
06/06/23	Sarah R. Margolis 06/06/2023 OT Meal	26.13
06/08/23	Francis Petrie 06/08/2023 OT Meal	35.11
06/20/23	Francis Petrie 06/20/2023 OT Meal	15.84
	Total	369.45

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/12/23	FEDERAL EXPRESS - 772331347609	244.69
06/12/23	FEDERAL EXPRESS - 525003935440	54.54
06/12/23	FEDERAL EXPRESS - 525003935430	37.47
06/26/23	FEDERAL EXPRESS - 772508697002	217.31
	Total	554.01

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/01/23	PACER Usage for 06/2023	175.50
06/01/23	PACER Usage for 06/2023	9.80
06/01/23	PACER Usage for 06/2023	13.20
06/01/23	PACER Usage for 06/2023	74.70
06/01/23	PACER Usage for 06/2023	0.20
	Total	273.40
TOTAL EXPENSES		\$ 49,236.45

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082792
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 5,730.00

Total legal services rendered

\$ 5,730.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	3.80	1,155.00	4,389.00
Mike James Koch	0.20	735.00	147.00
Sarah R. Margolis	1.20	995.00	1,194.00
TOTALS	5.20		\$ 5,730.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/02/23	Rob Jacobson	2.00	Review, comment on proposed responses to creditor inquiries (1.0); correspond and telephone conference with J. Ryan re same (.6); draft response to creditor inquiry (.4).
06/02/23	Sarah R. Margolis	0.90	Correspond with M. Reiney, R. Jacobson re claimant inquiry (.3); summarize attempted wire transfer issue (.6).
06/06/23	Rob Jacobson	1.10	Correspond with S. Margolis re creditor inquiry (.3); review, analyze correspondence re same (.5); review, analyze issues re same (.3).
06/15/23	Sarah R. Margolis	0.20	Telephone conference with creditor re claim inquiry (.1); review, analyze same (.1).
06/19/23	Mike James Koch	0.20	Correspond with M. Reiney re claimant inquiry (.1); correspond with claimant re same (.1).
06/21/23	Sarah R. Margolis	0.10	Correspond with M. Koch, K&E team re claimant inquiries.
06/27/23	Rob Jacobson	0.70	Draft responses to pro se inquires.
Total		5.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

August 21, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050082793

Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through June 30, 2023
(see attached Description of Legal Services for detail)

\$ 48,599.00

Total legal services rendered

\$ 48,599.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	14.50	1,155.00	16,747.50
Sarah R. Margolis	2.90	995.00	2,885.50
Christine A. Okike, P.C.	8.30	1,850.00	15,355.00
Isabella J. Paretti	8.80	735.00	6,468.00
Francis Petrie	5.20	1,295.00	6,734.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	39.90		\$ 48,599.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/01/23	Rob Jacobson	3.50	Review, comment on wallet user interface materials (1.9); correspond with C. Okike re same (.2); correspond with company re same (.1); telephone conference with Company, UCC, UCC advisors re wallet withdrawal relief, timing, communications (.7); review, comment on Walkers' pleadings re Bermuda proceedings (.5); correspond with C. Okike re same (.1).
06/01/23	Christine A. Okike, P.C.	2.40	Review Wallet reconciliation and withdrawal process (.3); prepare for telephone conference with Company, Brown Rudnick, M3, Elementus and K&E teams re Wallet reconciliation and withdrawal process (.1); telephone conference with Company, Brown Rudnick, M3, Elementus and K&E teams re Wallet reconciliation and withdrawal process (.8); follow up with Company re same (.3); review Wallet communications materials (.9).
06/01/23	Francis Petrie	1.20	Telephone conference with Company, UCC team re wallet treatment and path forward (.5); correspond with R. Jacobson, K&E team re wallet treatment (.7).
06/01/23	Josh Sussberg, P.C.	0.20	Correspond with F. Petrie re wallet distribution.
06/02/23	Christine A. Okike, P.C.	1.60	Review Wallet communications (1.1); telephone conference with Company and C Street re same (.5).
06/02/23	Francis Petrie	1.10	Review and revise demand letter re wallet accounts (.7); correspond with R. Jacobson, C. Okike re same (.4).
06/05/23	Rob Jacobson	2.00	Draft wallet response letter to demand letter (1.1); correspond with F. Petrie, C. Okike re same (.5); correspond with S. Margolis, K&E team re pleadings re same (.4).
06/05/23	Sarah R. Margolis	2.20	Telephone conference with J. Ryan re creditor inquiry re wallet funds (.3); correspond with I. Paretti re same (.1); research case law re same (.1); research precedent re motion to lift stay, motion to show cause (.5); draft objection re same (1.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/05/23	Isabella J. Paretti	0.60	Correspond with M. Koch, K&E team re wallet research (.2); conference with C. Tremblay re same (.2); correspond with R. Jacobson, K&E team re demand letter re wallet related considerations (.2).
06/05/23	Francis Petrie	0.70	Review and revise wallet demand letter (.4); correspond with R. Jacobson re same (.3).
06/06/23	Rob Jacobson	1.40	Review, revise wallet response letter (.9); correspond with C. Okike, F. Petrie re same (.3); correspond with Company re same (.2).
06/07/23	Rob Jacobson	0.90	Review, revise wallet response letter (.7); correspond with opposing counsel re same (.2).
06/07/23	Christine A. Okike, P.C.	0.60	Review Wallet demand letter (.2); correspond with F. Petrie re same (.1); review Wallet communications (.3).
06/08/23	Christine A. Okike, P.C.	0.10	Review Wallet communication to BMA.
06/09/23	Sarah R. Margolis	0.40	Review correspondence, presentation re wallet claims, distribution (.1); correspond with I. Paretti re same (.3).
06/09/23	Christine A. Okike, P.C.	0.40	Review Wallet correspondence (.2); correspond with Brown Rudnick re Wallet withdrawals (.2).
06/12/23	Christine A. Okike, P.C.	0.20	Review Wallet communications from C. Street.
06/12/23	Francis Petrie	0.40	Correspond with R. Jacobson, K&E team, C Street re wallet holder communication.
06/13/23	Rob Jacobson	0.80	Review, comment on user interface labels (.6); correspond with C. Okike re same (.1); correspond with Company re same (.1).
06/15/23	Rob Jacobson	1.20	Review, revise app description for apple app store re wallet relief updates (.9); correspond with F. Petrie re same (.1); review, revise same re same (.2).
06/16/23	Christine A. Okike, P.C.	0.90	Correspond with Company and Brown Rudnick re beta testing wallet withdrawals (.3); telephone conference with Company and Brown Rudnick re same (.4); correspond with R. Jacobson re Wallet comfort order (.2).
06/20/23	Isabella J. Paretti	2.60	Research re comfort orders (.6); draft order, motion re wallet relief (1.8); conference with F. Petrie, B. Nakhaimousa re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
06/20/23	Francis Petrie	0.20	Correspond with M. Eckard re wallet withdrawal logistics.
06/21/23	Rob Jacobson	1.30	Review, comment on wallet order (1.2); correspond with I. Paretti, F. Petrie re same (.1).
06/21/23	Isabella J. Paretti	4.30	Review, revise comfort order re wallet relief (2.8); correspond with R. Jacobson re same (.3); draft application in lieu of a motion re same (.8); research re same (.4).
06/22/23	Rob Jacobson	1.30	Review, comment on wallet order re transaction fees (1.2); correspond with I. Paretti re same (.1).
06/22/23	Isabella J. Paretti	0.70	Review, revise comfort motion re wallet relief (.3); correspond with R. Jacobson re same (.2); correspond with F. Petrie re same (.2).
06/26/23	Sarah R. Margolis	0.30	Telephone conference with claimant re wallet order (.2); conference with R. Jacobson re same (.1).
06/26/23	Francis Petrie	0.40	Review communications materials re wallet withdrawals.
06/28/23	Rob Jacobson	0.90	Review, comment on user interface updates (.7); correspond with C. Okike re same (.1); correspond with Company re same (.1).
06/28/23	Christine A. Okike, P.C.	0.30	Review Wallet comfort application.
06/28/23	Isabella J. Paretti	0.60	Review, revise comfort order (.3); conference with F. Petrie re same (.1); correspond with Company, C. Okike, K&E team re same (.2).
06/28/23	Francis Petrie	0.60	Finalize and file wallet comfort order (.3); correspond with R. Jacobson re same (.3).
06/29/23	Rob Jacobson	1.20	Review, revise wallet comfort order (.5); prepare filing version re same (.4); correspond with Company, F. Petrie re same (.2); correspond with Cole Schotz team re filing re same (.1).
06/29/23	Christine A. Okike, P.C.	1.80	Review and comment on Wallet withdrawal deck.
06/30/23	Francis Petrie	0.60	Telephone conference with Reed Smith re wallet order and status (.3); review order (.2); correspond with R. Jacobson, K&E team re same (.1).
Total		39.90	